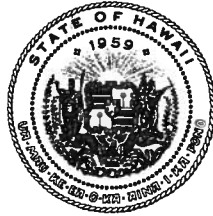


DAVID Y. IGE  
GOVERNOR OF HAWAII



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

W. ROY HARDY  
ACTING DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

June 12, 2015

Chairperson and Members  
Board of Land and Natural Resources  
State of Hawaii  
Honolulu, HI

Land Board Members:

**SUBJECT: REQUEST APPROVAL TO ENTER INTO A GRANT IN AID  
CAPITAL IMPROVEMENT PROJECT CONTRACT FOR  
HAWAIIAN MISSION CHILDREN'S SOCIETY DBA HAWAIIAN  
MISSION HOUSES HISTORIC SITE AND ARCHIVES AND  
AUTHORIZE THE CHAIRPERSON TO NEGOTIATE AND  
EXECUTE THE CONTRACT**

This submittal requests the Board's approval to enter into a grant in aid capital improvement project contract for Hawaiian Mission Children's Society dba Hawaiian Mission Houses Historic Site and Archives and authorize the Chairperson to negotiate and execute the contract.

**BACKGROUND:**

The 2014 Legislature approved a \$552,000 Grant-In-Aid Capital Improvement Project on behalf of the Hawaiian Mission Houses Historic Site and Archives under the Act 122, SLH 2014 in accordance with Chapter 42F, HRS.

Hawaiian Mission Houses Historic Site and Archives (HMHSA) consists of a 1.2 acre parcel owned by the parent 501(c) 3, the Hawaiian Mission Children's Society, as well as the Mission Cemetery on land owned by Kawaiaha'o Church. It maintains various historic buildings that exhibit some of the oldest New England Colonial style architecture in Hawaii, including the 1821 Mission House, the 1831 Chamberlain House, and the 1841 Bedroom Annex. They also serve as exhibition, preparation, and archive storage spaces. In addition, the site was designated a National Historic Landmark in 1965 and is accredited by the American Alliance of Museums.

Capital Improvement Project:

The CIP includes the following renovation, repairs and restoration:

- 1841 Annex (last restored in 1930s)
  - ◆ Roof replacement and widow repairs;
  - ◆ Wooden post replacements to maintain building's structural integrity;
  - ◆ Interior coral block wall cement and plaster repair and restoration;
  - ◆ Exterior coral block wall replacement and restoration.
- 1821 Mission House
  - ◆ Wooden picket fence replacement.
- HMHSA Landmark property site
  - ◆ Iron border security fences and access gates require welding repair, restoration, and parts replacement;
  - ◆ Climate control system which serves both the archives and the historic object collection storage facilities need replacement and upgrades;
  - ◆ Restroom renovation and upgrade to meet ADA requirements.

RECOMMENDATION:

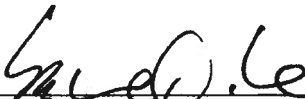
That the Board approves entering into a grant in aid capital improvement project contract for Hawaiian Mission Children's Society dba Hawaiian Mission Houses Historic Site and Archives and authorizes the Chairperson to negotiate and execute the contract.

Respectfully submitted,



Alan S. Downer, Ph.D.  
SHPD Administrator

APPROVAL FOR SUBMITTAL:



Suzanne D. Case, Chairperson  
Board of Land and Natural Resources

H.B. NO. 1700  
H.D. 1  
S.D. 1  
C.D. 1

## CAPITAL IMPROVEMENT PROJECTS

| ITEM NO. | CAPITAL PROJECT NO. | TITLE | EXPENDING AGENCY | APPROPRIATIONS (IN 000'S) |       |                       |       |
|----------|---------------------|-------|------------------|---------------------------|-------|-----------------------|-------|
|          |                     |       |                  | FISCAL YEAR 2013-2014     | M O F | FISCAL YEAR 2014-2015 | M O F |

H. CULTURE AND RECREATION  
LNR802 - HISTORIC PRESERVATION

0.02. DIAMOND HEAD SEAWALL, OAHU

PLANS, DESIGN AND CONSTRUCTION COSTS  
ASSOCIATED WITH ASSESSING, REPAIRING, AND  
MAINTAINING DIAMOND HEAD SEAWALL.

PLANS

1

DESIGN

1

CONSTRUCTION

1,498

TOTAL FUNDING

LNR

C

1,500 C

0.03. HAWAIIAN MISSION CHILDREN'S SOCIETY,  
OAHU

PLANS, DESIGN, CONSTRUCTION AND  
EQUIPMENT FOR RESTORATION AND REPAIR  
PROJECTS. THIS PROJECT QUALIFIES AS A  
GRANT, PURSUANT TO CHAPTER 42F, HRS.

PLANS

1

DESIGN

1

CONSTRUCTION

549

EQUIPMENT

1

TOTAL FUNDING

LNR

C

552 C



House District 26

Senate District 12

THE TWENTY-SEVENTH LEGISLATURE  
APPLICATION FOR GRANTS AND SUBSIDIES  
CHAPTER 42F, HAWAII REVISED STATUTES

Log No:

For Legislature's Use Only

Type of Grant or Subsidy Request:

☐ GRANT REQUEST - OPERATING

☒ GRANT REQUEST - CAPITAL

☐ SUBSIDY REQUEST

"Grant" means an award of state funds by the legislature, by an appropriation to a specified recipient, to support the activities of the recipient and permit the community to benefit from those activities.

"Subsidy" means an award of state funds by the legislature, by an appropriation to a recipient specified in the appropriation, to reduce the costs incurred by the organization or individual in providing a service available to some or all members of the public.

"Recipient" means any organization or person receiving a grant or subsidy.

STATE DEPARTMENT OR AGENCY RELATED TO THIS REQUEST (LEAVE BLANK IF UNKNOWN):

STATE PROGRAM I.D. NO. (LEAVE BLANK IF UNKNOWN):

1. APPLICANT INFORMATION:

Legal Name of Requesting Organization or Individual:  
Hawaiian Mission Children's Society  
DBA: Hawaiian Mission Houses Historic Site and Archives

Street Address: 553 South King Street

Mailing Address:  
553 South King Street  
Honolulu, Hawaii 96813-3002

2. CONTACT PERSON FOR MATTERS INVOLVING THIS APPLICATION:

Name THOMAS A. WOODS, Ph.D.

Title Executive Director

Phone # 808-447-3911

Fax # 808-545-2280

e-mail woods@missionhouses.org

3. TYPE OF BUSINESS ENTITY:

- ☒ NON PROFIT CORPORATION  
☐ FOR PROFIT CORPORATION  
☐ LIMITED LIABILITY COMPANY  
☐ SOLE PROPRIETORSHIP/INDIVIDUAL

6. DESCRIPTIVE TITLE OF APPLICANT'S REQUEST:

Restoration and Repair Projects at Hawaiian Mission Houses Historic Site and Archives (HMH) will preserve historic structures and collections at the National Historic Landmark, enhance security and public access, and support the visitor industry.

4. FEDERAL TAX ID #: 99-0073491

5. STATE TAX ID #: W40393660

7. AMOUNT OF STATE FUNDS REQUESTED:

FISCAL YEAR 2015: \$ 665,000

8. STATUS OF SERVICE DESCRIBED IN THIS REQUEST:

- ☐ NEW SERVICE (PRESENTLY DOES NOT EXIST)  
☒ EXISTING SERVICE (PRESENTLY IN OPERATION)

SPECIFY THE AMOUNT BY SOURCES OF FUNDS AVAILABLE AT THE TIME OF THIS REQUEST:

STATE \$ 0  
FEDERAL \$ 0  
COUNTY \$ 0  
PRIVATE/OTHER \$ 0

TYPE NAME & TITLE OF AUTHORIZED REPRESENTATIVE

Thomas A. Woods  
AUTHORIZED SIGNATURE

THOMAS A. WOODS, Ph.D., EXECUTIVE DIRECTOR  
NAME & TITLE

Y-3 1/14  
DATE SIGNED

## **Application for Grants and Subsidies**

### **I. Background and Summary**

This section shall clearly and concisely summarize and highlight the contents of the request in such a way as to provide the State Legislature with a broad understanding of the request.

#### **1. A brief description of the applicant's background**

The Hawaiian Mission Houses Historic Site and Archives (HMH) includes three restored houses, two of which are the oldest houses in Hawai'i, and a research archives which provides unique and deep information on 19<sup>th</sup>-century Hawai'i, both onsite and online. The education programs expand the site's relevance and positive impact on the community, and the visitor experience is further enhanced by an orientation exhibit and a gift shop. The site was designated a National Historic Landmark in 1965 and is accredited by the American Alliance of Museums since 1972 with re-accreditation earned in 2010. HMH is the business name of the Hawaiian Mission Children's Society, a not-for-profit organization and genealogical society founded in 1852, and was formerly known as Mission Houses Museum.

An extensive and comprehensive process culminated with this new mission statement in 2012: "Hawaiian Mission Houses Historic Site and Archives preserves the heritage and interprets the stories of the American Protestant Missionaries, their descendants, and their relationships with the people and cultures of Hawai'i, connecting with contemporary life, and encouraging a deeper understanding and appreciation for the complex history that continues to shape Hawai'i."

Most organizational vision statements are inner-directed and express what the organization desires to be in the future. They are predictable and formulaic, using a fill-in-the-blank approach: "the best \_\_\_\_ in \_\_\_\_." The vision of HMH is instead uniquely outer-directed and expresses what we want to do IN and FOR the community. With a new name that expresses our new vision, Hawaiian Mission Houses "enriches our community by fostering thoughtful dialogue and greater understanding of the missionary role in the history of Hawai'i." The vision is also expressed in the collaborative nature of our new main theme: "Collaboration between Native Hawaiians and the American Protestant missionaries resulted in, among other things, the introduction of Christianity, the creation of the Hawaiian written language, widespread literacy, the promulgation of the concept of constitutional government, making Western medicine available, and the evolution of a new and distinctive musical tradition."

With this new direction, Hawaiian Mission Houses preserves and interprets the two oldest houses in Hawai'i through school programs, special events, and historic house tours. HMH provides access to its rich archives and library both on-site and on-line. HMH's archives is one of the most important in the world that tells the story of nineteenth century Hawai'i, and HMH also preserves and makes available to researchers the largest collection of Hawaiian language books in the world.

**2. The goals and objectives related to the request**

The structures, archives, and programs at HMH are a major asset for the state, for its history, for its contemporary identity, and for community engagement. It is critical that these assets be preserved and enhanced for the future.

State investment in Restoration and Repair Projects at Hawaiian Mission Houses Historic Site and Archives (HMH) will preserve historic structures listed on both the State and National Register of Historic Places, enhance security and public access to this historic site and archives, and support the visitor industry at one of only thirty-three National Landmarks in the state of Hawai'i.

Hawai'i's climate – bright sunshine, steady winds, and salt air – is very hard on historic structures. Private funds have not been available to complete the following projects, and state support is critical to maintaining the integrity of this National Historic Landmark that is so important to this state's history, present, and future. Funding this request is an investment from which the entire state will benefit and provides value to all, whether they are residents or visitors, who are interested in Hawai'i's unique past, present, and future.

We request support for the following projects that will be completed according to Department of Interior guidelines for historic structures and best practices:

- The 1841 Annex which HMH interprets as the print shop that commemorates the birth of the written Hawaiian language has not been restored since the 1930s. Its roof and wooden lanai posts require replacement to maintain the building's structural integrity. Deteriorating windows need to be repaired. Perhaps most importantly, inappropriate treatment in the 1930s has resulted in seriously spalling Portland cement. Portland cement was used between the coral block beneath the plaster. At a minimum, all of this interior cement needs to be removed and replaced with a more appropriate product. Pending further investigation of the exterior concrete chinking between coral blocks, that may also need to be replaced. The Annex dates to 1841 and is one of the oldest buildings in the state. It needs immediate attention.
- Fences throughout the site need repair – wooden picket fences installed around cellar stairways at Hawai'i's oldest house, the 1821 Mission House, have rotted and need to be rebuilt. These fences prevent visitors from stumbling into coral stairwells leading into the cellar.
- The iron border fences and the access gates to the site are in poor repair from age and require welding, straightening, parts replacement, and painting. Because HMH lacks funding for daily security, these gates and fences, along with the coral block wall that surrounds the grounds in some areas, is the only protection that the historic grounds have from abuse. The ability to close gates at night might have deterred some recent damage by homeless persons on site after hours.
- The climate control system which serves both the archives and the historic object collection storage areas is in need of replacement. Its design and the age of the system are inadequate to maintain consistent temperature and humidity in these storage areas and no longer can be trusted to preserve our priceless collections. This system preserves the largest collection of Hawaiian language books in the world and archives that include

missionary letters and journals and more than 300 letters written by Native Hawaiian chiefs to the missionaries. Another section of the storage vault contains precious objects such as kapa clothing, Hawaiian quilts, and historical paintings. Care of these objects and archives is critical, as they are keys to the history of Hawai'i, and especially document the Kingdom after Western contact.

- The historic site and archives has not been able to afford restrooms that incorporate requirements for our physically challenged visitors under the Americans with Disabilities Act. We understand this is a legally necessary, important and essential service to provide to our visitors, but there are no available granting sources to fund this important project, and we request state assistance to make this happen.

### **3. The public purpose and need to be served**

The purpose of this project is to perpetuate a critical historical resource for the people of Hawai'i and for the visitor industry in historic downtown Honolulu. One cannot understand modern Hawai'i without understanding the 19th century changes that occurred through the unlikely collaborative partnership between Native Hawaiians, their ali'i, and the American Protestant missionaries. Faced with devastating depopulation and cultural destabilization resulting from Western contact and new pressures of Western cultural and military imperialism, this collaboration helped usher in "modernity" and, for better or worse, transformed Hawai'i into a Western-compatible literate, Christian, constitutional monarchy. This new central theme will help us achieve our vision of enriching our community by "fostering thoughtful dialogue and greater understanding" of the history of Hawai'i.

### **4. Describe the target population to be served**

Special events at HMM have become increasingly popular and draw a crowd of O'ahu and Neighbor Island residents as well as visitors from out of the state. In 2013, special events drew more than a 500% increased audience than during the previous two years. Last year over four hundred people enjoyed Cemetery Pupu Theatre productions at O'ahu Cemetery and here at Mission Cemetery which brought a historical perspective to the individuals who came to life in costume to tell their personal stories. For example, Mary Tenney Castle was one person portrayed in the Mission Cemetery in April, as our visitors learned of her role in establishing free kindergartens on O'ahu. Hawaiians, seamen, women, and statesmen have been portrayed in these popular presentations. In preparation for each production, HMM staff thoroughly research the people before a professional playwright produces each script resulting in spell-binding performances with historical integrity.

As our programming has brought new audiences, and in recognition of the progress we are making in our efforts to open the collections via the internet, the number of donors increased by 24% over four years. Earned revenue from special tours and the gift shop has doubled at the same time. Management Goals in the Strategic Plan specifically address the need to continue to improve the financial resources of the organization. But these major restoration and security funds have not been secured, and we need the state's help to do that.

More than 29,500 people were touched by our programs or used our grounds in 2013, but through the preservation of our historical and community assets for future visitors and citizens, our public value greatly exceeds these numbers.

**5. Describe the geographic coverage.**

Over the past three years, visitation has increased both at this site and on-line. We provide programming for the entire state of Hawai'i and visitors to Hawai'i. Residents and visitors to O'ahu constitute our primary users. Users of our collection on-line have increased significantly in part due to a major effort to digitize portions of the archival collection. Prior to this digitization, people from 67 countries had visited our website. During the three-year period 2009-2012, visitors represented 121 foreign countries amounting to 10% of the total 60,763 unique visits. At the same time, the percent of local visitors to the houses increased as did our name recognition. Whereas only 20% of those surveyed before the project were interested in visiting, after the project 62.5% said they were interested in visiting. With local foundation support, we have succeeded in digitizing Maui and Kaua'i materials during the past year so that residents of those islands are able to access HMH archives without traveling to Honolulu. Our new resources are being well-used and are sparking an interest in missionary and Hawaiian history.

## **II. Service Summary and Outcomes**

**1. Describe the scope of work, tasks and responsibilities;**

The attached work plan summarizes the work, tasks, responsibilities and annual timeline for these projects by project. The attached budget details these by FY quarter.

**1841 Annex Restoration:** The 1841 Annex roof and wooden lanai posts must be replaced to maintain the building's structural integrity. Wilkinson Roofing has been the preferred contractor for our historic homes and quoted the project in 2013, according to specifications created by architect Spencer Leineweber, FAIA. Drawings for the posts and specifications for window repairs must be created. The windows will be repaired using appropriate wood and carefully preserving those original panes of glass which still exist. The most extensive work will be removing the Portland cement used beneath the plaster, between the coral block. It must be replaced with a more appropriate and flexible product. The exterior concrete chinking between coral blocks must be further investigated as that may also need to be replaced. Permits and approvals will be obtained from the State Historic Preservation Office of the Department of Land and Natural Resources (SHPO), the HCDA, and the City and County of Honolulu. Preparing for this project will take as much time as the project itself.

**Wooden picket fences** around cellar stairways of the 1821 Mission House will be rebuilt. These prevent visitors from stumbling into coral stairwells leading into the cellar. A replacement stairway for the 1831 Chamberlain House was built in 2012, and we anticipate seeking bids from that carpenter.

**The iron border fences** and the access gates to the site will be repaired by welding, straightening and replacing parts as needed. Gate closures will be repaired or reconstructed. Finally, the fences will be prepped and painted.



**The climate control system** which serves both the archives and the historic object collection storage areas will be replaced. Its design and the age of the system are inadequate to maintain consistent temperature and humidity in these storage areas and no longer can be trusted to preserve our priceless collections. Testing equipment was recently added so that humidity and temperature can be monitored regularly. The needs for preservation must be properly assessed using reports written within the past year. Engineering plans will be created to insure best practices for preservation are implemented with the new system. The new system will be installed with follow-up testing to insure accurate climate control.

**Restroom renovation:** Plans will be drawn to renovate the men's and women's restrooms to incorporate requirements for our physically challenged visitors under the Americans with Disabilities Act. We will contract for the carpentry and plumbing needed for this project.

2. **Provide a projected annual timeline for accomplishing the results;**  
**Please refer to the attached work plan.**

3. **Describe its quality assurance and evaluation plans for the request. Specify how the applicant plans to monitor, evaluate, and improve their results;**

The projects will be completed according to Department of Interior guidelines for historic structures and best practices under the supervision of Spencer Leineweber, FAIA, and Executive Director Thomas A. Woods, Ph.D. The quality of these projects is assured by the high standards with which these two individuals approach all work. Ms. Leineweber's designation as a Fellow of the American Institute of Architects (FAIA) is an honor bestowed by the American Institute of Architects on architects who have made outstanding contributions to the profession through design excellence, contributions in the field of architectural education, or to the advancement of the profession. Becoming a FAIA is considered a great honor; fewer than 2 percent of all registered architects in the United States are elected to such fellowship in the AIA. Ms. Leineweber specializes in historic architecture and is the leading and noted authority on mission buildings in Hawai'i. As a Trustee of HMH she chairs the Facilities and Collections Committee and oversees all work on the buildings together with the Executive Director.

Executive Director Thomas Woods is also a specialist of this period and has worked on restoration projects in Hawai'i for over twenty years. His book, *Knights of the Plow: Oliver H. Kelley and the Origins of the Grange in Republican Ideology*. (The Henry A. Wallace Series on Agricultural History and Rural Studies. Ames: Iowa State University Press, 1990) is used as a text in American Studies courses.

4. **List the measure(s) of effectiveness that will be reported to the State agency through which grant funds are appropriated (the expending agency).**

HMH will carefully plan and contract with high quality workmen to insure most effective cost controls while meeting the highest standards and best practices. Having maintained accreditation by the American Alliance of Museums since 1970, with reaccreditation for twenty years earned in 2010, HMH has a reputation for excellence which must be upheld.

HMH has been the recipient of past awards for restoration work and is being considered for an award for the 2013 staircase and reroofing of the 1831 Chamberlain House. We anticipate applying to the Historic Hawai'i Foundation for a Preservation Award when the projects are completed. The state's support of this work will be highlighted as without this funding the work would not be possible.

### **III. Financial**

#### **Budget**

1. The applicant shall submit a budget utilizing the enclosed budget forms as applicable, to detail the cost of the request.  
**Please see attached.**
2. The applicant shall provide its anticipated quarterly funding requests for the fiscal year 2015.

| Quarter 1 | Quarter 2 | Quarter 3 | Quarter 4 | Total Grant |
|-----------|-----------|-----------|-----------|-------------|
| \$100,000 | \$145,000 | \$10,000  | \$410,000 | \$665,000   |

3. The applicant shall provide a listing of all other sources of funding that they are seeking for fiscal year 2015.
  - a. We will request assistance for this project from the Freeman Foundation through the Historic Hawai'i Foundation. They helped to reroof the 1831 Chamberlain House and may be helpful with the work on the 1841 Annex.
  - b. We will seek additional help for the fencing from descendants of the families who lived in the 1821 Mission House. We hope these may produce up to \$5,000 in funding.
4. The applicant shall provide a listing of all state and federal tax credits it has been granted within the prior three years.  
**Not Applicable**
5. The applicant shall provide the balance of its unrestricted current assets as of December 31, 2013.

**Balance of Unrestricted Current Assets, December 31, 2013: \$175,564**

### **IV. Experience and Capability**

#### **A. Necessary Skills and Experience**

The applicant shall demonstrate that it has the necessary skills, abilities, knowledge of, and experience relating to the request. State your experience and appropriateness for providing the service proposed in this application. The applicant shall also provide a listing of verifiable experience of related projects or contracts for the most recent three years that are pertinent to the request.

Each member of the Hawaiian Mission Houses staff has the specific skills and appropriate experience needed to implement his or her tasks at the highest level. The site has been open as a museum since 1920 and has been accredited by the American Alliance of Museums since 1972 with re-accreditation earned in 2010 for the next twenty years. Such accreditation involves extensive self-study as well as scrutiny by the profession. There are only four such museums in this state.

**Thomas A. Woods, Ph.D.**, Executive Director, Mission Houses Museum, will be the project director. With a B.A. *summa cum laude* in Humanities, and an M.A. and Ph.D. in American Studies, Dr. Woods has worked in historic sites for more than thirty years, developing interpretive plans and master plans for clients throughout the United States. For twenty of those years, he has been a consultant for museums in Hawai'i, developing interpretive plans for the Kona Historical Society's Kona Coffee Living History Farm, H.N. Greenwell Store, and Kalukalu Homestead Ranch, and Lyman Museum on the Big Island and strategic plans for many other Hawai'i organizations. Dr. Woods has been Director of the Minnesota Historical Society's Historic Sites Department and Old World Wisconsin, a 576-acre outdoor museum of ethnic heritage. He has published widely on interpretive planning and taught the interpretive planning workshop for the American Association for State and Local History (AASLH) for two years. He has also researched, planned, designed, and implemented interpretive programming, including school programs, at these sites.

We are fortunate to have **Spencer Leineweber, FAIA**, as a board member and chair of our Facilities Committee. She is the Graduate Chair of the Professional Doctor of Architecture program at the University of Hawai'i at Mānoa. Ms. Leineweber is the recognized expert on homes of this era in Hawai'i. Most recently she assisted with the reroofing of the 1831 Chamberlain House, monitoring the work and assuring that it conformed to Department of Interior Standards. She also approved and monitored the contract for the reconstruction of the outside stairwell which used full-size lumber, cut with a vertical saw, and fastened with mortise and tenon. No metal fasteners were visible, though some were used and concealed with wooden plugs.

**John C. Barker, Curator of Archives/ Librarian**, holds an M.S. in Library Information Science from Drexel University with a concentration in digital libraries, as well as B.A.s in Art and History from UH-Manoa. He has been webmaster for the Association of Hawai'i Archivists. John has been the lead implementation staff in HMH's digitization project and has brought his digitization expertise to the project during the past year. He is trained in the latest technology for the preservation of archives and will oversee the planning, design, and installation of improved climate control for the Archives.

**Craig E. Schneider, Curator of Object Collections**, working with Mr. Barker, will develop the climate control plans for the objects collection in the cold storage room. Mr. Schneider graduated from George Washington University with an MA in American Studies and Museums and Material Culture in 2009. He previously worked as Collections Manager at the National Museum of Health and Medicine in Washington, DC and as a curatorial assistant at

Fredericksburg and Spotsylvania National Military Park. Mr. Schneider will assist Dr. Woods and Ms. Leineweber with the oversight of the 1841 Annex restoration as well as the reconstruction and restoration of the fences and climate control design

**Verifiable Experiences of related projects or contracts follow.**

- Restoration, refurbishing, and reinterpretation of the 1821 Mission House, 2012-2014, including the complete restoration of the cellar and reinterpretation of Dr. Judd's dispensary and Mr. Chamberlains depository. Funded through multiple foundation grants.
- Reroofing of the 1831 Chamberlain House and reconstruction of the outside staircase, \$80,000, completed in Summer, 2013, with funds secured through the Historic Hawai'i Foundation from the Freeman Foundation.
- Institute of Museum and Library Services, Museums for America – Collections Stewardship Grant MA-30-13-0272-13, October 1, 2013 to 09/30/2016,, \$76,065 for "Hawaiian Mission Houses Preservation and Access Project" to preserve archives through digitization and make these available on our website: [www.missionhouses.org](http://www.missionhouses.org).
- Hawai'i State Foundation on Culture and the Arts, FY 14-4655, \$13,365, "Hawaiian Mission Houses Historic Tours and School Programs."
- Hawai'i Tourism Authority through the City and County of Honolulu County Product Enrichment Program, CT-MAY-1100144, for 2011: 1821 Missionary House Reinterpretation Project, \$10,000, for initial phase of house reinterpretation and new signage on site.

**B. Facilities**

The applicant shall provide a description of its facilities and demonstrate its adequacy in relation to the request. If facilities are not presently available, describe plans to secure facilities. The applicant shall also describe how the facilities meet ADA requirements, as applicable.

Hawaiian Mission Houses Historic Site and Archives consists of a 1.2 acre parcel owned by the parent 501(c)3, the Hawaiian Mission Children's Society, as well as the Mission Cemetery on land owned by Kawaiaha'o Church. The historic buildings include the 1821 Mission House whose two stories and full cellar are interpreted by trained docents and staff, the 1831 Chamberlain House which has exhibition, storage, and exhibition preparation spaces, and the 1841 Bedroom Annex which is interpreted as a Print Shop with a working replica Ramage Press. The newest building on the campus houses the Archives Reading Room which is shared with the Hawaiian Historical Society; two collections storage vaults for objects and for archives; the Gift Shop; a catering kitchen and café space; restrooms; seven administrative offices; and a board room/staff library.

ADA accessibility is maintained in the Archives Reading Room, the Gift Shop and the Café. Movable ramps to access the historic house are available. A portion of this grant request is

to bring our restrooms up to ADA standards. These currently are out of date and extremely difficult even for physically challenged visitors using walkers.

## **V. Personnel: Project Organization and Staffing**

### **A. Proposed Staffing, Staff Qualifications, Supervision and Training**

**Thomas A. Woods, Ph.D.**, Executive Director, Mission Houses Museum, will be the project director. With a B.A. *summa cum laude* in Humanities, and an M.A. and Ph.D. in American Studies, Dr. Woods has worked in historic sites for more than thirty years, developing interpretive plans and master plans for clients throughout the United States. During twenty of those years, he has been a consultant for museums in Hawai'i, developing interpretive plans for the Kona Historical Society's Kona Coffee Living History Farm, H.N. Greenwell Store, and Kalukalu Homestead Ranch, and Lyman Museum on the Big Island and strategic plans for many other Hawai'i organizations. Dr. Woods has been Director of the Minnesota Historical Society's Historic Sites Department and Old World Wisconsin, a 576-acre outdoor museum of ethnic heritage. He has published widely on interpretive planning and taught the interpretive planning workshop for the American Association for State and Local History (AASLH) for two years. He has also researched, planned, designed, and implemented interpretive programming, including school programs, at these sites.

**Spencer Leineweber, FAIA**, is a member of the Board of Trustees and chairs the Facilities and Collections Committee. She is the Graduate Chair of the Professional Doctor of Architecture program at the University of Hawai'i at Mānoa. Ms. Leineweber is the recognized expert on homes of this era in Hawai'i. Most recently she assisted with the reroofing of the 1831 Chamberlain House, monitoring the work and assuring that it conformed to Department of Interior Standards.

**John C. Barker, Curator of Archives/ Librarian**, holds an M.S. in Library Information Science from Drexel University with a concentration in digital libraries, as well as B.A.s in Art and History from UH-Manoa. He has been webmaster for the Association of Hawai'i Archivists. John has been the lead implementation staff in HMH's digitization project and has brought his digitization expertise to the project during the past year. He is trained in the latest technology for the preservation of archives and will oversee the planning, design, and installation of improved climate control for the Archives.

**Craig E. Schneider, Curator of Object Collections**, working with Mr. Barker, will develop the climate control plans for the objects collection in the cold storage room. Mr. Schneider graduated from George Washington University with an MA in American Studies and Museums and Material Culture in 2009. He previously worked as Collections Manager at the National Museum of Health and Medicine in Washington, DC and as a curatorial assistant at Fredericksburg and Spotsylvania National Military Park. Mr. Schneider will assist Dr. Woods and Ms. Leineweber with the oversight of the 1841 Annex restoration as well as the reconstruction and restoration of the fences.

**Gabriela Bonilla, Accountant**, handles all accounts payable as well as financial reporting and is a member of the American Institute of Certified Public Accountants. She is responsible for accurate records for all HMH grants from private foundations, the state, and the Institute for Museum and Library Services since coming to the organization in 2011.

**Herman Cobile, Groundskeeper and Maintenance Technician**, works under the supervision of the Executive Director. Having worked for the former landscape contractor who kept the site for more than fifteen years, Mr. Cobile spent about eight years as the Pacific Club's groundskeeper. He is a handyman and will assist with the restroom renovations and perform other duties.

- B. Organization Chart**  
Please see attached chart.

- C. Compensation**  
The applicant shall provide the annual salaries paid by the applicant to the three highest paid officers, directors, or employees of the organization by position.  
Executive Director \$127,308  
Development and Society Relations Director \$58,745  
Accountant \$49,173

## **VI. Other**

- A. Litigation**  
The applicant shall disclose any pending litigation to which they are a party, including the disclosure of any outstanding judgement. If applicable, please explain.

**Not Applicable**

- B. Licensure or Accreditation**  
The applicant shall specify any special qualifications, including but not limited to licensure or accreditation that applicant possesses relevant to this request.

**American Alliance of Museums**  
**Accredited since 1972 with re-accreditation earned in 2010**

| Time Frame  | Project                 | Project Component                                  | Tasks   | Point Person(s)+ Contractors                               |
|-------------|-------------------------|--|---|--|
| Quarter I   | 1841 Annex Restoration  | Create Plan and specs for project                  | Spec roof work, Assess exterior walls, choose materials | Tom Woods, Spencer Leineweber, Craig Schneider, Contractor |
| Quarter I   | 1841 Annex Restoration  | Request partial funding                            | Write grant to Freeman Foundation                       | HMH Development office                                     |
| Quarter II  | 1841 Annex Restoration  | Permitting and preparation                         | Obtain SHPO approval of plans                           | Woods, Schneider   |
| Quarter II  | 1841 Annex Restoration  | Permitting and preparation                         | Obtain City and County Permit                           | Woods  |
| Quarter III | 1841 Annex Restoration  | Permitting and preparation                         | Finalize Permitting and bid project                     | Woods, Leineweber  |
| Quarter IV  | 1841 Annex Restoration  | Restore the building                               | Reroof  | Leineweber, Contractor                                     |
| Quarter IV  | 1841 Annex Restoration  | Restore the building                               | Replace wood posts supporting lanai                     | Leineweber, Schneider, Contractor                          |
| Quarter IV  | 1841 Annex Restoration  | Restore the building                               | Repair windows and paint                                | Leineweber, Schneider, Contractor                          |
| Quarter IV  | 1841 Annex Restoration  | Restore the building                               | Prep, repair, whitewash walls                           | Leineweber, Schneider, Contractor                          |
| Quarter I   | Climate control upgrade | Create long-term plan for improved Climate control |   | Tom Woods, John Barker                                     |
| Quarter I   | Climate control upgrade | Permitting and preparation                         | Spec and plan - Engineer needed                         | Woods, Leineweber, Contractor                              |
| Quarter II  | Climate control upgrade | Permitting and preparation                         | Obtain City and County Permit                           | Woods  |
| Quarter III | Climate control upgrade | Permitting and preparation                         | Finalize Permitting and bid project                     | Woods  |
| Quarter IV  | Climate control upgrade | Implement Climate Control                          | Install new system                                      | Woods, Barker, Contractor                                  |
| Quarter I   | Fence repairs           | Plan and bid                                       | Draw plans, spec wood                                   | Tom Woods, Spencer Leineweber                              |
| Quarter I   | Fence repairs           | Permitting and preparation                         | Obtain City and County Permit                           | Woods  |
| Quarter II  | Fence repairs           | Restore and Repair                                 | Sand, repair, repaint iron fences & gates               | Woods, Schneider, Contractor                               |
| Quarter II  | Fence repairs           | Restore and Repair                                 | Rebuild wood fences & gates                             | Woods, Schneider, Contractor                               |
| Quarter II  | Fence repairs           | Restore and Repair                                 | Paint new wood  | Woods, Schneider, Contractor                               |
| Quarter II  | Fence repairs           | Restore and Repair                                 | Install period hardware for gates                       | Woods, Schneider, Contractor                               |
| Quarter I   | Restroom renovations    | Plan and bid                                       | Design and draw plans                                   | Tom Woods, Spencer Leineweber                              |
| Quarter I   | Restroom renovations    | Permitting and preparation                         | Obtain City & County permit                             | Woods  |
| Quarter II  | Restroom renovations    | Renovate bathrooms                                 | Install toilets, rails, partitions                      | Woods, Herman Coble, Contractor                            |
| Quarter II  | Restroom renovations    | Renovate bathrooms                                 | Re-tile and re-paint as needed                          | Woods, Coble, Contractor                                   |

# Budget by Quarter

## Applicant Hawaiian Mission Houses Historic Site and Archives

| Time Frame  | Project                   | Project Component                     | Point Person(s) + Contractors                              | Budget            |
|-------------|---------------------------|---------------------------------------|--|-------------------|
| Quarter I   | 1841 Annex Restoration    | Create Plan and specs for project     | Tom Woods, Spencer Leineweber, Craig Schneider, Contractor | \$ 50,000         |
| Quarter I   | 1841 Annex Restoration    | Request partial funding               | HMH Development Office                                     |                   |
| Quarter I   | Climate control upgrade   | Create long-term plan for improved CI | Tom Woods, John Barker                                     |                   |
| Quarter I   | Climate control upgrade   | Permitting and preparation            | Woods, Leineweber, Contractor                              | \$ 25,000         |
| Quarter I   | Fence repairs             | Plan and bid                          | Tom Woods, Spencer Leineweber                              |                   |
| Quarter I   | Fence repairs             | Permitting and preparation            | Woods  |                   |
| Quarter I   | Restroom renovations      | Plan and bid                          | Tom Woods, Spencer Leineweber                              | \$ 5,000          |
| Quarter I   | Restroom renovations      | Permitting and preparation            | Woods  |                   |
| Quarter I   | All projects              | Staff time                            |  | \$ 20,000         |
| Quarter II  | 1841 Annex Restoration    | Permitting and preparation            | Woods, Schneider   |                   |
| Quarter II  | Climate control upgrade   | Permitting and preparation            | Woods  |                   |
| Quarter II  | Fence repairs             | Restore and Repair                    | Woods, Schneider, Contractor                               | \$ 55,000         |
| Quarter II  | Restroom renovations      | Renovate bathrooms                    | Woods, Herman Coble, Contractor                            | \$ 75,000         |
| Quarter II  | All projects              | Staff time                            |  | \$ 20,000         |
| Quarter III | 1841 Annex Restoration    | Permitting and preparation            | Woods, Leineweber  |                   |
| Quarter III | Annex and Climate control | Staff time                            |  | \$ 10,000         |
| Quarter IV  | 1841 Annex Restoration    | Restore the building                  | Leineweber, Schneider, Contractor                          | \$ 350,000        |
| Quarter IV  | Climate control upgrade   | Implement Climate Control             | Woods, Barker, Contractor                                  | \$ 140,000        |
| Quarter IV  | Annex and Climate control | Staff time                            |  | \$ 20,000         |
|             |                           |                                       | <b>TOTAL BUDGET</b>  | <b>\$ 770,000</b> |

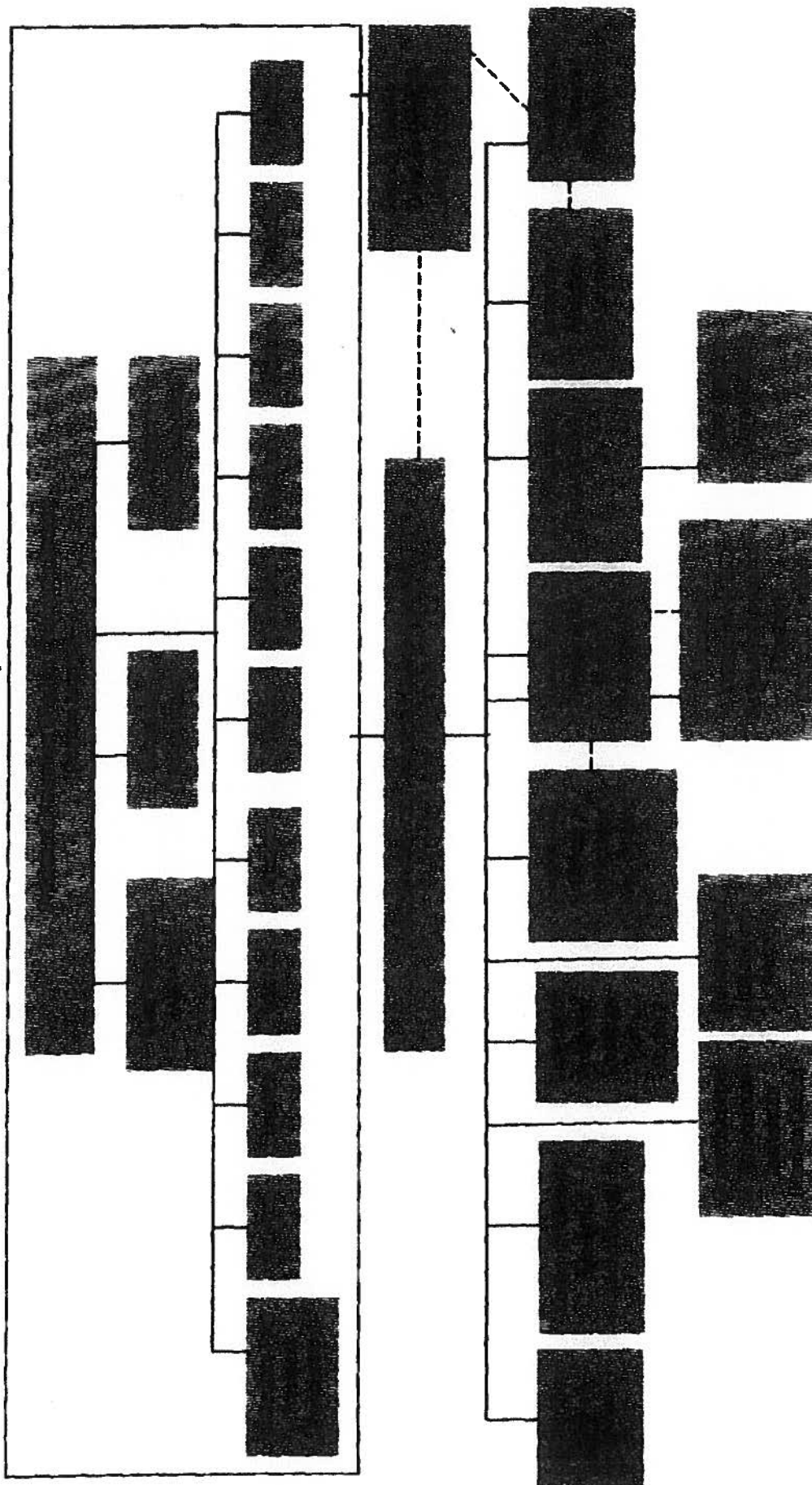
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**HMMHSA Staff & the Hawaiian Mission Children's Society's Board of Trustees--2014**



**BUDGET REQUEST BY SOURCE OF FUNDS**  
(Period: July 1, 2014 to June 30, 2015)

Applicant: Hawaiian Mission Houses Historic Site and Archives

| BUDGET CATEGORIES                   | Total State Funds Requested (a) | Other sources of funds requested (b)       | (c) | (d) |
|-------------------------------------|---------------------------------|--|-----|-----|
| <b>A. PERSONNEL COST</b>            |                                 |  |     |     |
| 1. Salaries                         | 51,810                          |  |     |     |
| 2. Payroll Taxes & Assessments      | 8,030                           |  |     |     |
| 3. Fringe Benefits                  | 10,360                          |  |     |     |
| <b>TOTAL PERSONNEL COST</b>         | <b>70,200</b>                   |  |     |     |
| <b>B. OTHER CURRENT EXPENSES</b>    |                                 |  |     |     |
| 1. Airfare, Inter-Island            | 0                               |  |     |     |
| 2. Insurance                        | 0                               |  |     |     |
| 3. Lease/Rental of Equipment        | 0                               |  |     |     |
| 4. Lease/Rental of Space            | 0                               |  |     |     |
| 5. Staff Training                   | 0                               |  |     |     |
| 6. Supplies                         | 0                               |  |     |     |
| 7. Telecommunication                | 0                               |  |     |     |
| 8. Utilities                        | 0                               |  |     |     |
| 9. Restoration and Repair           | 544,800                         | 105,000                                    |     |     |
| 10. Equipment                       | 50,000                          |  |     |     |
| 11                                  |                                 |  |     |     |
| 12                                  |                                 |  |     |     |
| 13                                  |                                 |  |     |     |
| 14                                  |                                 |  |     |     |
| 15                                  |                                 |  |     |     |
| 16                                  |                                 |  |     |     |
| 17                                  |                                 |  |     |     |
| 18                                  |                                 |  |     |     |
| 19                                  |                                 |  |     |     |
| 20                                  |                                 |  |     |     |
| <b>TOTAL OTHER CURRENT EXPENSES</b> | <b>594,800</b>                  | <b>105,000</b>                             |     |     |
| <b>C. EQUIPMENT PURCHASES</b>       |                                 |  |     |     |
| <b>D. MOTOR VEHICLE PURCHASES</b>   |                                 |  |     |     |
| <b>E. CAPITAL</b>                   |                                 |  |     |     |
| <b>TOTAL (A+B+C+D+E)</b>            | <b>665,000</b>                  | <b>105,000</b>                             |     |     |
| <b>SOURCES OF FUNDING</b>           |                                 | Budget Prepared By:                        |     |     |
| (a) Total State Funds Requested     | 665,000                         | Mary Ann A. Lentz 447-3822                 |     |     |
| (b)                                 | 105,000                         | Name / (Please type or print) Phone        |     |     |
| (c)                                 |                                 | <i>Thomas A. Woods</i> 1/31/14             |     |     |
| (d)                                 |                                 | Signature of Authorized Official Date      |     |     |
| <b>TOTAL BUDGET</b>                 | <b>770,000</b>                  | Thomas A. Woods, Ph.D., Executive Director |     |     |
|                                     |                                 | Name and Title (Please type or print)      |     |     |

## BUDGET JUSTIFICATION

**Applicant: Hawaiian Mission Houses Historic Site and Archives**

Period: July 1, 2014 to June 30, 2015

[illegible]

# BUDGET JUSTIFICATION - EQUIPMENT AND MOTOR VEHICLES

Applicant: Hawaiian Mission Houses  
Historic Site and Archives

Period: July 1, 2014 to June 30, 2015

| DESCRIPTION<br>EQUIPMENT  | NO. OF<br>ITEMS | COST PER<br>ITEM | TOTAL<br>COST | TOTAL<br>BUDGETED |
|---|-----------------|------------------|---------------|-------------------|
| HVAC equipment as determined during design<br>phase by engineering contractor | 1               |                  | \$ 50,000.00  |                   |
|   |                 |                  | \$ -          |                   |
|   |                 |                  | \$ -          |                   |
|   |                 |                  | \$ -          |                   |
|   |                 |                  | \$ -          |                   |
| TOTAL:  | 1               |                  | \$ 50,000.00  |                   |
| JUSTIFICATION/COMMENTS:   |                 |                  |               |                   |

| DESCRIPTION<br>OF MOTOR VEHICLE | NO. OF<br>VEHICLES | COST PER<br>VEHICLE | TOTAL<br>COST | TOTAL<br>BUDGETED |
|---------------------------------|--------------------|---------------------|---------------|-------------------|
| NOT APPLICABLE                  |                    |                     | \$ -          |                   |
|                                 |                    |                     | \$ -          |                   |
|                                 |                    |                     | \$ -          |                   |
|                                 |                    |                     | \$ -          |                   |
|                                 |                    |                     | \$ -          |                   |
| TOTAL:                          |                    |                     | \$ -          |                   |
| JUSTIFICATION/COMMENTS:         |                    |                     |               |                   |

# BUDGET JUSTIFICATION CAPITAL PROJECT DETAILS

Applicant: Hawaiian Mission Houses Historic  
Site and Archives

Period: July 1, 2014 to June 30, 2015

| FUNDING AMOUNT REQUESTED   |   |               |                          |                                     |   |               |
|--|---|---------------|--------------------------|-------------------------------------|---|---------------|
| TOTAL PROJECT COST   | ALL SOURCES OF FUNDS<br>RECEIVED IN PRIOR YEARS |               | STATE FUNDS<br>REQUESTED | OTHER SOURCES OF<br>FUNDS REQUESTED | FUNDING REQUIRED IN<br>SUCCEEDING YEARS |               |
|  | FY: 2012-2013                                   | FY: 2013-2014 |                          |                                     | FY: 2015-2016                           | FY: 2016-2017 |
| PLANS  | 0   | 0             | 60000                    | 5000                                |   |               |
| LAND ACQUISITION   | 0   | 0             | 0                        | 0                                   |   |               |
| DESIGN   | 0   | 0             | 50000                    | 15000                               |   |               |
| CONSTRUCTION   | 0   | 0             | 505000                   | 85000                               |   |               |
| EQUIPMENT  | 0   | 0             | 50000                    | 0                                   |   |               |
| TOTAL:   |   |               | 665,000                  | 105,000                             |   |               |
| JUSTIFICATION/COMMENTS: Equipment = HVAC system for Archives and Collections storage solutions |   |               |                          |                                     |   |               |

**DECLARATION STATEMENT OF  
APPLICANTS FOR GRANTS AND SUBSIDIES PURSUANT TO  
CHAPTER 42F, HAWAII REVISED STATUTES**

The undersigned authorized representative of the applicant certifies the following:

- 1) The applicant meets and will comply with all of the following standards for the award of grants and subsidies pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is licensed or accredited, in accordance with federal, state, or county statutes, rules, or ordinances, to conduct the activities or provide the services for which a grant or subsidy is awarded;
  - b) Complies with all applicable federal and state laws prohibiting discrimination against any person on the basis of race, color, national origin, religion, creed, sex, age, sexual orientation, or disability;
  - c) Agrees not to use state funds for entertainment or lobbying activities; and
  - d) Allows the state agency to which funds for the grant or subsidy were appropriated for expenditure, legislative committees and their staff, and the auditor full access to their records, reports, files, and other related documents and information for purposes of monitoring, measuring the effectiveness, and ensuring the proper expenditure of the grant or subsidy.
- 2) The applicant meets the following requirements pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is incorporated under the laws of the State; and
  - b) Has bylaws or policies that describe the manner in which the activities or services for which a grant or subsidy is awarded shall be conducted or provided.
- 3) If the applicant is a non-profit organization, it meets the following requirements pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is determined and designated to be a non-profit organization by the Internal Revenue Service; and
  - b) Has a governing board whose members have no material conflict of interest and serve without compensation.

Pursuant to Section 42F-103, Hawaii Revised Statutes, for grants or subsidies used for the acquisition of land, when the organization discontinues the activities or services on the land acquired for which the grant or subsidy was awarded and disposes of the land in fee simple or by lease, the organization shall negotiate with the expending agency for a lump sum or installment repayment to the State of the amount of the grant or subsidy used for the acquisition of the land.

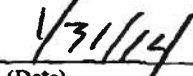
Further, the undersigned authorized representative certifies that this statement is true and correct to the best of the applicant's knowledge.

Hawaiian Mission Houses Historic Site and Archives

(Typed Name of Individual or Organization)



(Signature)



(Date)

Thomas A. Woods, Ph.D.

(Typed Name)

Executive Director

(Title)

**Internal Revenue Service**

**Department of the Treasury**

**P. O. Box 2508  
Cincinnati, OH 45201**

**Date: September 19, 2000**

**Person to Contact:**  
**Ms. Smith #31-07282**  
**Customer Service Representative**  
**Toll-Free Telephone Number:-----**  
**8:00 a.m. to 8:30 p.m. EST**  
**877-829-5500**  
**Fax Number:**  
**513-263-3756**  
**Federal Identification Number:**  
**99-0073491**

**Hawaiian Mission Childrens Society**  
**553 S King St**  
**Honolulu, HI 96813-3002**

**Dear Sir or Madam:**

**This letter is in response to your request for a copy of your organization's determination letter. This letter will take the place of the copy you requested.**

**Our records indicate that a determination letter issued in July 1934 granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.**

**Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in section 509(a)(1) and 170(b)(1)(A)(vi).**

**This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.**

**Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.**

**All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).**

**Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.**

**Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.**

Hawaiian Mission Childrens Society  
~~99-0073491~~

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

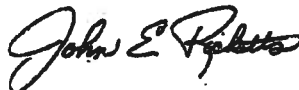
The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



John E. Ricketts, Director, TE/GE  
Customer Account Services



03-22-'12 10:35 FROM MISSION HOUSE MUSEUM 808-545-2280

T-366 P0004/0004 F-841

FORM T-1  
7/2010

FILED 03/22/2012 10:40 AM  
Business Registration Division  
DEPT. OF COMMERCE AND  
CONSUMER AFFAIRS  
State of Hawaii

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 588-2737

\*T1\*

03/22/2012 20146

## APPLICATION FOR REGISTRATION OF TRADE NAME

(Chapter 482, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Applicant's Name: Hawaiian Mission Children's Society, The  
Applicant's Address: 553 South King St., Honolulu, HI 96813, USA  
(including city, state, and zip code)
2. Registration is (check one): ☒ New OR ☐ Renewal
3. Status of Applicant (check only one): ☐ Sole Proprietor ☒ Corporation ☐ Partnership ☐ LLC ☐ LLP  
☐ Unincorporated Association OR ☐ Other (explain): \_\_\_\_\_
4. If applicant is an entity, list state or country of incorporation/formation/organization: Hawaii
5. Trade Name is: Hawaiian Mission Houses Historic Site and Archives
6. Applicant is (check one): ☒ Originator of name OR ☐ Assignee (one to whom name was assigned to by another)
7. Nature of business for which the trade name is being used: Historic Site and Archives of 19th century missionaries in Hawai'i, owned by a 501 (C) 3 organization called Hawaiian Mission Children's Society

I certify, under the penalties set forth in Section 482-51, Hawaii Revised Statutes, that (check one): ☐ I am the applicant OR

☒ I am the Vice President of the applicant named in the foregoing application. I am authorized to sign this application, and that the above statements are true and correct to the best of my knowledge and belief.

Charles Black

(Print Name)

(Signature)

(Date)

SEE INSTRUCTIONS ON REVERSE SIDE. Application must be certified by the applicant if an individual. For corporations, application must be signed by an authorized officer of the corporation. General or limited partnerships must be signed by a general partner. For LLC, must be signed and certified by a manager of a manager-managed company or by a member of a member-managed company. LLP must be signed and certified by a partner.

(DEPARTMENTAL USE ONLY)

Certificate of Registration No. 4104362

## CERTIFICATE OF REGISTRATION OF TRADE NAME

In accordance with the provisions of Chapter 482, Hawaii Revised Statutes, this Certificate of Registration is issued to secure the aforesaid applicant the use of the said TRADE NAME throughout the State of Hawaii for the term of five years from MARCH 22, 2012 to MARCH 21, 2017.

REGISTRATION OF A TRADE NAME WITH  
THE DEPARTMENT DOES NOT GRANT  
YOU OWNERSHIP OF THE TRADE NAME

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
STATE OF HAWAII

Dated: MARCH 22, 2012

(Director of Commerce and Consumer Affairs)

848 (Rev)  
510 (Rev)

**THE HAWAIIAN MISSION CHILDREN'S SOCIETY AMENDED AND RESTATED BYLAWS EFFECTIVE AS OF  
APRIL 12, 2014**

**ARTICLE 1  
Constitutional Provisions**

**Section 1.     Name.** This corporation is referred to in these Bylaws as "the Society." The Society shall be called "The Hawaiian Mission Children's Society."

**Section 2.     History and Purpose.** The founding mission of the Society was "to perpetuate the memory of the missionary fathers and mothers who brought Christianity to these Islands, also to promote union among its members, to cultivate in them an active missionary spirit, stir them up to good deeds, and to assist in the support of Christian work." Today the Society preserves the memory and spirit of the original mission, with the specific purpose of "promoting union among its members, stirring them up to good deeds, of assisting in the support of Christian work, of maintaining a museum and library, of caring for, regulating and preserving the Mission Cemetery at Kawaiaha'o."

**Section 3.     Amendments.** Alterations in, or additions to, these Bylaws may be made at any regular or special meeting of the Enrolled Members by a vote of three-fourths of the Enrolled Members present, such alterations or additions having been proposed by either the Board of Trustees or by not less than three Enrolled Members.

**Section 4.     Fiscal Year.** The Society follows a calendar year, or as may otherwise be established by the Board of Trustees.

**ARTICLE 2  
Membership**

**Section 1.     Categories of Membership.** There shall be Enrolled Members (which shall include Honorary Enrolled Members) and Participating Members, with the rights and privileges as described in more detail herein. The power to admit or expel members shall be vested solely in the Board of Trustees.

**Section 2.     Eligibility for Enrolled Membership.** The following individuals shall be eligible for Enrolled Membership upon payment of an enrollment fee, if any, as set by the Board of Trustees.

- a) Any descendant of any person sent at any time by the American Board of Commissioners of Foreign Missions as a missionary to Hawaii.
- b) Any descendant of a person sent by the London Missionary Society who served the Sandwich Island Mission in Hawaii.
- c) The husband, wife, widow, or widower of any Enrolled Members (other than Honorary Enrolled Members).

- d) Any descendant of any person who was elected before 1904 as an “adopted” member of the Hawaiian Mission Children’s Society pursuant to Article 4 of the Society’s original constitution as published in its Annual Report for 1853, or amendments thereto. No further such adoptions shall be made hereafter, and election to Honorary Enrolled Membership in accordance with Section 9 of this Article 2 shall not confer membership on the Honorary Enrolled Member’s descendants.
- e) Any person admitted as an Honorary Enrolled Member prior to April 12, 2014.

The Board of Trustees may adopt and amend rules concerning proof of eligibility for Enrolled Membership and Participating Membership.

**Section 3. Eligibility for Participating Membership.** The following shall be eligible to be a Participating Member upon payment of an annual fee, if any, as set by the Board of Trustees.

- a) Any Enrolled Member.
- b) Any person interested in supporting the collections and programs maintained by The Society.

Enrolled members who wish to receive rights as described in Section 5 of this Article 2 must also become Participating Members.

**Section 4. Rights of Enrolled Members.** Any Enrolled Member shall be entitled to attend and, if they are age 18 or more, vote at any meeting of the Enrolled Membership, to hold office in this Society, to inspect the books and records of this Society as provided by Section 302 of Chapter 414D Hawaii Revised Statutes, the Hawaii Nonprofit Corporations Act, as the same may be amended from time to time (the “Act”), and have notice of any meeting of the Enrolled Membership as provided in Section 7 of this Article 2.

**Section 5. Rights of Participating Members.** Any Participating Member shall be entitled to hold office in this Society (as limited by thresholds set forth in Article 3, Section 2), and to other privileges as determined by the Board of Trustees. Rights of Participating Members do not include rights of Enrolled Members unless the Participating Member is also an Enrolled Member. Participating Members shall thereby have no right to vote at membership meetings.

**Section 6. Meetings of the Enrolled Membership.** The Annual Meeting of the Enrolled Membership of this Society shall be held in April of each year, at a time and place to be determined by the Board of Trustees. Special meetings of the Enrolled Membership may be held at the call of the Board of Trustees, the President or by Enrolled Members holding not less than ten percent (10%) of the voting power. If authorized by the Board of Trustees in its sole discretion, members may participate at an annual, regular or special meeting of members by means of Internet, teleconference, or other electronic transmission technology in a manner that allows members the opportunity to (i) read or hear the proceedings substantially concurrently with the occurrence of the proceedings; (ii) vote on matters submitted to the members; (iii) pose questions; and (iv) make comments. All meetings of the membership shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert’s Rules of Order Newly Revised.

**Section 7.      Notice and Record Date.** Notice of the annual and special meetings of the Enrolled Membership shall be given by the President, or, at the President's direction, by the Executive Director, at least ten (10) days and not more than sixty (60) days prior to the meeting and shall be delivered in person, by telephone, by mail or by electronic transmission to each Enrolled Voting Member. If amendments to the Articles of Incorporation or Bylaws will be considered, the notice shall include the proposed amendments which may be sent electronically. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Society. Notice may be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when sent to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication. Waiver by an Enrolled Member in writing of a notice of a meeting of the Enrolled Membership shall be equivalent to the giving of such notice. Attendance by an enrolled member, without objection to the notice, at a meeting of the Enrolled Membership shall constitute a waiver of notice of the meeting. The record date for determining the Enrolled Members entitled to notice of or to vote at a meeting or for action by ballot shall be set by the Board of Trustees, provided that such record date is not more than seventy (70) days prior to the date of the meeting. If no such record date for notice is set by the Board, then the Enrolled Members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the date on which the meeting is held, are entitled to notice of the meeting. If no such record date for voting is set by the Board, then the Enrolled Members on the day prior to the date of the meeting or distribution of ballots that are otherwise eligible to vote are entitled to vote at the meeting or by ballot.

**Section 8.      Quorum and Voting.** A quorum of any meeting of the Enrolled Membership shall consist of forty members. Except as otherwise provided by law, the Society's Articles of Incorporation or elsewhere in these Bylaws, each Enrolled Member, aged 18 or more, shall be entitled to one (1) vote, which may not be exercised cumulatively, on each matter submitted to a vote by the members. If a quorum is present, the concurring vote of a majority of the Enrolled Members constituting a quorum on a given matter shall be valid and binding upon the Society as the act of the Enrolled Membership, except as otherwise provided by law or by these Bylaws or by the Articles of Incorporation of the Society. Enrolled members may not vote by or grant a proxy.

**Section 9.      Agenda.** The President shall prepare an agenda for each Annual Meeting of the Enrolled Membership, which shall include in the agenda any resolution proposed by the Board of Trustees, and any resolution submitted to the President in writing signed by any three members at least one (1) month prior to the meeting, provided that any such resolution amending the Articles of Incorporation or these Bylaws shall be submitted to the President at least two (2) months prior to the meeting.

**Section 10.     Annual Report.** The annual report is a report of the Society to its members. It shall be provided no more than one hundred and eighty (180) days after the annual meeting of the membership, and may be provided electronically. The report should include financial and programmatic highlights of the year. The report shall be the responsibility of the Executive Director.

**Section 11. Membership Certificates.** Any Enrolled Member may upon application receive a certificate of membership in the form prescribed by the Board of Trustees. Cards certifying the payment of annual contributions by Participating Members may be issued as prescribed by the Board of Trustees.

**Section 12. Honorary Enrolled Members.** Any person admitted as an Honorary Enrolled Member by consent of the Board of Trustees, and by the approval of a two-thirds vote of the Enrolled Members present at any Enrolled Membership meeting of the Society as of April 12, 2014 will continue as an Honorary Enrolled Member, and shall have the rights of a Enrolled Member as described in Section 5 of this article. No additional Honorary Enrolled Members may be admitted after such date.

**Section 13. Action by Ballot.** Any action that may be taken at any annual, regular, or special meeting of Enrolled Members may be taken without a meeting if the Society delivers a ballot to every Enrolled Member. The Society may deliver ballots by electronic transmission to any Enrolled Member who has consented to the receipt of ballots by electronic transmission. A ballot shall: (i) be either in written form or in the form of an electronic transmission, (ii) set forth each proposed action, (iii) provide an opportunity to vote for or withhold a vote for each candidate for election as a Trustee or officer, and (iv) provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section shall be valid only if: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each action, (iii) specify the time by which a ballot shall be received by Society in order to be counted. Ballots may not be revoked once delivered to the Society.

### **ARTICLE 3 Trustees**

**Section 1. Powers.** The Board of Directors of this Society shall be called the Board of Trustees and individual directors called Trustees. Except as may be reserved to the Enrolled Members, the Board of Trustees shall have the full power to manage and control the Society's affairs, take any action in the name of the Society except as would be inconsistent with the Act, its Articles of Incorporation or these Bylaws, and to direct all of the Society's officers and agents in the performance of their duties.

**Section 2. Number and Qualifications.** The number of Trustees of the Society may be fixed by the Enrolled Members at any annual meeting of the Enrolled Membership and may be increased or decreased at any special meeting duly called and held for that purpose, provided that the number of Trustees shall be fixed at not less than three (3) but shall not exceed twenty-one (21). A Trustee need not be a resident of the State of Hawaii, but must be a Participating Member, an Enrolled Member or both. The majority of the Trustees shall at all times be required to be Enrolled Members of the Society. Trustees may serve up to three consecutive three year terms and thereafter may be reelected after being absent from the Board for a period of one (1) year.

**Section 3. Nominations.** The Board of Trustees shall appoint a Nominating Committee consisting of five (5) Enrolled Members of which two (2) members shall be Trustees, and three (3) members shall be Enrolled Members of the Society who are not Trustees. Enrolled Members may recommend to the Nominating Committee members to be nominated as candidates for Trustee. At least sixty (60) days

prior to the Annual Meeting of Enrolled Members, the Nominating Committee will nominate candidates for election to the Board of Trustees. The nominations made by the Nominating Committee shall be filed with the Secretary and made available for review by the members at the principal office of the Society and posted on the Society's Internet website within ten (10) working days of receipt by the Secretary. Additional nominations to the Board of Trustees may be made by presenting written notice of such nominations, signed in each case by no fewer than twenty (20) Enrolled Members. Such notice must be received by the Secretary at the Society's principal business address at least thirty (30) days before date of the Annual Meeting of Enrolled Members. Candidates submitted by nomination by Enrolled Members shall be included with the candidates nominated by the Nominating Committee. Nominations from the floor at the Annual Meeting of Enrolled Members will not be permitted.

**Section 4. Staggered Terms.** The Nominating Committee shall propose the term of each Trusteeship position to be filled by election so as to best stagger the terms of the Trustees over three (3) years beginning with the initial election of Trustees with staggered terms at the Annual Enrolled Membership Meeting in 2009.

**Section 5. Election and Tenure.** Trustees shall be elected by a majority of Enrolled Members present at the Annual Enrolled Membership Meeting or any special meeting of the Enrolled Membership called for such purpose, and each Trustee shall hold office for the term for which the Trustee is elected and until a successor shall be elected and qualified or until the Trustee's earlier removal, resignation, death or incapacity.

**Section 6. Resignation/Removal.** Any Trustee may resign at any time by giving written notice of such resignation to the President or Secretary. Any Trustee may be removed from office at any time with or without cause by the affirmative vote of the majority of votes entitled to vote at any special meeting of the Enrolled Members called for such purpose. Any such vote to remove a Trustee may be held only at a meeting called for the purpose of removing the Trustee, and the meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Trustee. In the event of the resignation of a Trustee, or the removal of a Trustee by the Enrolled Members without the election of a replacement Trustee, the Board of Trustees may appoint a replacement Trustee to serve until the next Annual Meeting of the members.

**Section 7. Annual and Regular Meetings.** An annual meeting of the Board of Trustees shall be held without notice immediately after, and at the same place as, the annual meeting of Enrolled Members. At the annual meeting of the Board, the Board shall transact any general business which may be brought before the meeting and shall take such other corporate action as may be appropriate. The Board of Trustees may by resolution provide for the holding of regular meetings without notice other than such resolution; provided, however, that the resolution shall fix the date, time and place (which may be anywhere within the state of Hawai'i) for these regular meetings.

**Section 8. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any three Trustees. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them, provided that such place shall be in Honolulu, Hawaii.

**Section 9. Notice.** Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously thereto to each Trustee. Such notice shall be delivered in person, by telephone, by mail or by electronic transmission to each Trustee. Oral notice is effective when

communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Trustee at the Trustee's address as it appears on the records of Society. Notice may be given to any Trustee by electronic transmission, provided that the Trustee has consented to receive notice of Board meetings by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Trustee has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Trustee has consented to receive notice, if transmitted by facsimile telecommunication. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum.** At all meetings of the Board of Trustees no less than one-third of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Act, the Articles of Incorporation or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

**Section 11. Meetings by Telephone/Video Conference.** Members of the Board of Trustees or any committee designated thereby may participate in any meeting of the Board or committee by means of a conference telephone, video or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other.

**Section 12. Action by Trustees without a Meeting.** Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of a committee of the Board may be taken without a meeting if all of the Trustees or all of the members of the committee, as the case may be, sign a written consent, setting forth the action taken or to be taken, at any time before or after the intended effective date of the action. The consent shall be filed with the corporate records reflecting the action taken or included in the minutes of the meetings of the Board of Trustees or committee meetings, as the case may be, and shall have the same effect as a unanimous vote at a meeting.

**Section 13. Reimbursement and Compensation.** No Trustee may receive any compensation for services rendered to the Society but may, with approval of the Board of Trustees or Executive Committee, be reimbursed for actual out-of-pocket expenditures.

**Section 14. Minutes.** The minutes of the Board of Trustees shall include, among other things, the place and time of the meeting, the names of the presiding officer and persons attending, the full text of any resolution or motion made, the names of the mover and seconder, the vote thereon, appointments made, and any financial reports received.

#### **ARTICLE 4**

##### **Officers and Agents**

**Section 1.      Officers.** The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article 4. The President, Vice President, Secretary, and Treasurer must be members of the Board of Trustees. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

**Section 2.      Election and Term of Office.** The Board of Trustees shall hold a meeting immediately following the Annual Meeting of the Enrolled Membership to elect the officers of the Society. New offices may be created and filled at any meeting of the Board of Trustees. New officers shall serve for a term of one year until the officer's successor shall be elected or appointed.

**Section 3.      Removal.** Officers shall be subject to removal at any time, with or without cause, by the Board of Trustees. The Board of Trustees may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Society.

**Section 4.      Vacancies.** In case any office of the Society becomes vacant by death, resignation, retirement, disqualification, removal, or any other cause, the Board of Trustees may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Trustees after the Annual Meeting of Enrolled Members next succeeding and until the election and qualification of the officer's successor.

**Section 5.      President.** The President shall preside at and call all meetings of the membership, of the Board of Trustees, and of the Executive Committee, if one is elected and the President serves on such committee. The President may attend any meeting of any committee.

**Section 6.      Vice President.** The Vice President shall perform the duties of the President in the President's absence.

**Section 7.      Secretary.** The Secretary shall provide notice of and keep the minutes of meetings and certify the resolutions of the Enrolled Membership, the Board of Trustees and of the Executive Committee, if one is elected. The Secretary shall be responsible for the care and safekeeping of all records of the Society, except as otherwise provided by these Bylaws or resolution of the Board of Trustees.

**Section 8.      Treasurer.** The Treasurer shall take care that all monies of the Society are received, safely kept, accounted for and paid out only as authorized by the Board of Trustees. The Treasurer shall present an accounting of the financial transactions of the Society for the preceding fiscal year to each Annual Meeting of the Enrolled Membership, and shall submit such annual accounting as soon as possible after the close of each fiscal year to an auditor chosen by the Board of Trustees.

**Section 9.      Compensation.** No elected officer may receive any compensation for services rendered to the Society, but may, with approval of the Board of Trustees or Executive Committee, be reimbursed actual out-of-pocket expenditures.



## **ARTICLE 5**

### **Committees**

**Section 1.     Board Committees.** The Board of Trustees, by resolution adopted by a majority of the Trustees then in office, may designate an Executive Committee and one or more other committees of the Board, each consisting of two (2) or more Trustees, to serve at the pleasure of the Board. Committees shall not have the authority to act on behalf of the Society, only to make recommendations to the Board of Trustees.

Such Board Committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated, but only to the extent provided in the resolution or resolutions creating such committees. Each Board Committee, to the extent provided in the resolution and subject always to the control of the Board, shall have and exercise all the authority of the Board, except that no such committee shall have the authority to:

- a)     authorize distributions;
- b)     approve or recommend to members dissolution, merger, conversion, or the sale, pledge, or transfer of all or substantially all of the Society's assets;
- c)     elect, appoint or remove Trustees or fill vacancies on the board or on any of its committees;
- d)     adopt, amend, or repeal the Articles of Incorporation or Bylaws of the Society; or
- e)     amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee.

Nothing in subsections (a) to (e) above shall prohibit any Board Committee, if properly authorized by the Board and not prohibited by the Bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Society in the normal course of the Society's business.

All Board and Committee meetings shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert's Rules of Order Newly Revised.

**Section 2.     Advisory Committees.** The Society may also have Advisory Committees which may include members that are not Trustees created as determined by the Board of Trustees from time to time. Trustee Advisory Committees shall not have the authority to act on behalf of the Society. An individual's membership on an Advisory Committee does not qualify him/her as an officer, director, trustee, or agent of the Society, but he/she shall keep confidential all non-public information gained by virtue of such position and act in the best interests of the Society.

**Section 3.     Committee Functions and Removal.** The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. The Board of Trustees, by vote of the majority of the Trustees then in office, may remove any member of any committee, at any time, with or without cause or notice to the person being removed

**Section 4. Chairs.** The Board of Trustees shall appoint the chair of committees other than the Executive Committee or may authorize the President to appoint the chair of a particular committee. The President shall be the chair of the Executive Committee if elected to such committee.

**Section 5. Cemetery Committee.** There shall be a Cemetery Committee, which shall be responsible for the care and maintenance of the Mission Cemetery, as authorized by the Board of Trustees.

**Section 6. Executive Committee.** There shall be an Executive Committee and the Board may delegate certain of its powers to the Executive Committee. Except as otherwise provided by the Board, the quorum and minutes of the Executive Committee shall be governed by the Bylaws governing those of the Board.

**Section 7. Nominating Committee.** There shall be a Nominating Committee, which shall meet to fulfill their duties as described in Article 3, Section 3 of these Bylaws.

**Section 8. Other Committees.** The Board of Trustees may appoint standing or special committees. Appointment of chairs and members of standing committees, except the Executive and Cemetery committees, shall be for a term expiring at the next Annual Meeting of the membership. The members of the Executive, Cemetery and special committees shall serve at the pleasure of the Board of Trustees.

**Section 9. Functions.** In no event will any committee appointments extend beyond the next annual meeting. The functions of the committees shall be to advise the Board of Trustees, the officers and the Executive Director (as described in Article 6, Section 1). No committee shall have any power to expend the funds of the Society, or to make contracts on behalf of the Society, except as expressly authorized by the Board of Trustees by resolution entered in the Board's minutes.

**Section 10. Meetings.** Meetings of a committee may be held as the committee may fix from time to time by resolution. Special meetings of any committee may be called at any time by any Trustee who is a part of the committee or by any person entitled to call a special meeting of the full Board of Trustees. Except as otherwise provided in this section, the conduct of all meetings of any committee with respect to notice, waiver of notice, action without meetings, participation by telecommunications, and quorum and voting requirements, shall be governed by the sections in Article 3 of these Bylaws pertaining to meetings of the full Board of Trustees. Each committee shall keep minutes of each of its meetings and report the same to the Board at the next meeting of the Board following such committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting of the Board following such committee meeting.

## **ARTICLE 6**

### **Executive Staff**

**Section 1. Executive Director.** The Executive Director shall be the senior paid staff member of the Society, an officer of the Society, and serve at the pleasure of the Board. The Executive Director shall, subject to the control of the Board of Trustees, exercise general management and control of the day-to-day affairs of the Society.

**Section 2.     Society Relations Director.** The Society Relations Director shall be a paid staff member who reports to the Executive Director. The Society Relations Director position is intended to maintain the genealogies of enrolled members and positive public relations with enrolled members. Additional duties and details may be described in a job description.

**ARTICLE 7**  
**Miscellaneous**

**Section 1.     Checks; Drafts; Evidences of Indebtedness; Contracts and Other Instruments.** From time to time, the Board of Trustees shall determine by resolution which officer or officers may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness or other contracts or instruments that are issued in the name of, payable to the Society or otherwise bind the Society, and only the officers so authorized shall sign or endorse those instruments. In the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or any Vice President and by the Treasurer or the Secretary. Unless authorized by the Board of Trustees, no officer, agent or employee of the Society shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 2.     Loans to Trustees and Officers Prohibited.** No loans shall be made by the Society to its Trustees or officers. To the extent provided by law, any Trustee or officer who assents to or participates in the making of such a loan shall be liable to the Society for the amount of the loan until it is repaid. For the purposes of this section, any Trustee who votes against the making of a loan shall be deemed not to have assented to or participated in the making of the loan.

FILED 05/05/2014 10:40 AM  
Business Registration Division  
DEPT. OF COMMERCE AND  
CONSUMER AFFAIRS  
State of Hawaii

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727



05/05/2014 20059

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

1. The name of the corporation is:

Hawaiian Mission Children's Society

652D2

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: March 4, 2014

(Month Day Year)

(Check one)

☐ at a meeting of the *members*:

| Designation (class)<br>Of membership | Total Number of Memberships<br>(votes) outstanding | Total Number of Votes<br>Entitled to be Cast<br>By each Class | Number of Votes Cast<br>by each class<br>For Amendment | Number of Votes Cast<br>by each class<br>Against Amendment |
|--------------------------------------|--|---|--|--|
|                                      |  |   |  |  |

OR

☐ by written consent of the *members* holding at least eighty per cent of the voting power.

OR

☒ by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

☐ The written approval of a specified person or persons named in the articles of incorporation was obtained.

T.W.

☒ The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 4th day of March, 2014

Martha Morgan, President

(Type/Print Name &amp; Title)

Martha Morgan  
(Signature of Officer)

Alan King, Vice President

(Type/Print Name &amp; Title)

Alan King  
(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE HAWAIIAN MISSION CHILDREN'S SOCIETY**

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation shall be: The Hawaiian Mission Children's Society.

**ARTICLE II**

**PRINCIPAL OFFICE, REGISTERED AGENT, INCORPORATORS**

**Section 2.1 Registered Agent and Principal Office.**

(1) The mailing address of the Corporation's current principal office is 553 S King Street, Honolulu, Hawaii 96813.

(2) The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

**Section 2.2 Additional Offices.** The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.

**ARTICLE III**

**CORPORATE PURPOSES**

**Section 3.1 Purposes.** The Corporation is organized exclusively for the following purposes:

(1) Promoting union among its members, stirring them up to good deeds, of assisting in the support of Christian work, of maintaining a museum and library, of caring for, regulating and preserving the Mission Cemetery at Kawaihau and;

(2) To operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

**Section 3.2 Restrictions.** No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the Corporation", as used herein, shall mean and include any properties and moneys held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code); or

(2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

#### ARTICLE IV

##### CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

#### ARTICLE V

##### CORPORATE LIFE

The duration of the Corporation shall be perpetual.

#### ARTICLE VI

##### DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. There shall be a Board of Directors consisting of not less than three (3) persons. The Board of Directors may also be referred to as the Board of Trustees and individuals serving thereon may also be referred to as Trustees. The number of directors shall be fixed and the directors elected by the members in accordance with the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws and reserved to the members.

Section 6.2 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the

powers, perform the duties and be appointed and removed in the manner set forth in the Bylaws. Any two (2) or more offices may be held by the same person unless such practice is prohibited by the Bylaws; provided, however, that not less than two (2) persons shall be officers.

## **ARTICLE VII**

### **LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

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#### **Limitation of Liability; Indemnification; Savings Clause.**

##### **Section 7.1 Limitation on Liability.**

(1) No director or former director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of the director's duties to the corporation, except this limitation of liability shall not limit liability for (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or the guaranty of obligations of directors, or director liability for unlawful distributions.

(2) In addition to and without in any respect narrowing the limitation of liability of directors and former directors set forth in subsection 7.1(1), no person who serves as a director or officer of the corporation, without remuneration or expectation of remuneration, shall be liable for damage, injury, or loss caused by or resulting from the director's or officer's performance, or failure to perform, duties of the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses incurred by or on behalf of a director or officer or the provision of indemnification or insurance for actions as a director or officer.

(3) Any repeal, amendment, or other modification of this Section 7.1 shall have prospective effect only and shall not affect the limitation of liability afforded by its provisions, or give rise to or increase any liability, for acts or omissions occurring prior to such repeal, amendment or other modification.

## **Section 7.2 Indemnification and Advance of Expenses.**

(1) The Corporation shall indemnify each current and former director and officer of the Corporation from any liability to any person for any action taken, and any failure to take action, as a director or officer to the fullest extent permitted by law if it is determined, as provided in HRS Section 414D-164, or any successor provision of Hawaii law, provided that said person met the standard of conduct required to provide indemnification, except liability to the Corporation for (a) any breach of the duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director or officer received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or officers or the guaranty of obligations of directors or officers, or director liability for unlawful distributions. The Corporation may indemnify employees or agents of the Corporation who meet the applicable standards of conduct as determined by resolution of the Board and consistent with Hawaii law.

(2) The Corporation shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a director or officer seeking indemnification under this Section 7.2 to the maximum extent permitted by law, provided that such director or officer delivers a written affirmation of the director's or officer's good faith belief that the director or officer has met the requisite standard of conduct, and delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

(3) Any repeal, amendment or other modification of this Section 7.2 shall have prospective effect only and shall not affect the right of any current or former director or officer, to indemnification and advancement of expenses for any action taken or failure to take action by such director or officer prior to the date of such repeal, amendment or other modification.

(4) The Corporation may purchase and maintain insurance on behalf of any person described in this Article VII against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status, regardless of whether the Corporation would have the power to indemnify the person against such liability.

(5) If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder or advance expenses to the fullest extent permitted by law or any applicable provision of this Article that shall not have been declared invalid. Notwithstanding any other provision of these Articles, the Corporation shall not indemnify any person, purchase any insurance, or advance expenses, in any manner or to any extent or under any circumstances that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of future federal tax code).



## ARTICLE VIII

### MEMBERS

The Corporation shall have one class of voting members referred to as Enrolled Members and may have other classes of members without voting rights as provided in the Bylaws.

## ARTICLE IX

### NONPROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for reasonable payments for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

## ARTICLE X

### CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The members, officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

## ARTICLE XI

### CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) with purposes similar or related to those of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles may be amended in the manner provided by Hawaii law from time to time.

**Hawaiian Mission Children's Society  
dba Hawaiian Mission Houses Historic Site and Archives**

**Resolution Verifying Officers and Authorized Check and Contract Signatures**

Be it resolved that the following officers are duly elected by the Board of Trustees of the Hawaiian Mission Children's Society, dba Hawaiian Mission Houses Historic Site and Archives, in official session with a quorum present, on April 12, 2014.

President: Martha Emily Morgan  
Vice President: Alan Baldwin King  
Treasurer: Robert McKibbin Mist  
Secretary: Lindsay Norcross Mist

Be it further resolved that the following individuals are authorized to sign checks and enter into contracts for the organization named above:

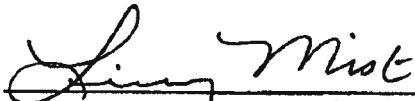
- Executive Director Thomas A. Woods is authorized to sign checks up to \$5,000
- The officers named above are authorized to provide a required second authorizing signature for all purchases above \$5,000.
- The officers named above are authorized to provide a second authorizing signature, in addition to Executive Director Thomas A. Woods, for all contracts entered into in the name of the organization named above.

Motion to approve resolution by Leilani Maguire.

Second to approve resolution by Paul Dahlquist.

Passed by a vote of Yes: 16 No: 0 Abstention: 0

Signed



Lindsay Norcross Mist

Secretary HMCS/HMHSA

Date:

6-10-2014


**DEPARTMENT OF ATTORNEY GENERAL**

**LAND TRANSPORTATION DIVISION**

March 16, 2015

**Memorandum**

TO: Alan S. Downer, Ph.D.  
Administrator, State Historic Preservation Division  
Department of Land and Natural Resources

FROM:  Cindy Y. Young  
Deputy Attorney General

SUBJECT: The Hawaiian Mission Children's Society, dba Hawaiian Mission Houses Historic Site and Archives Grant-in-Aid

In response to your request dated January 9, 2015, we have reviewed the documents and information you provided, as well as supplemental documents and information that was provided by The Hawaiian Mission Children's Society, dba Hawaiian Mission Houses Historic Site and Archives. The grant-in-aid contains the appropriate supporting documents in accordance with Executive Memorandum No. 13-02.

Please contact me if you have any questions.



{In Archive} Hawaiian Mission Houses (HMCS) Registered Revised and Restated Articles of Incorporation

Tom Woods

to:

Cindy Young (cindy.y.young@hawaii.gov), Alan.S.Downer@hawaii.gov,  
Randolph.M.Lee@hawaii.gov

03/13/2015 04:57 PM

Cc:

"Martha Morgan (fhh) (mmorgan@fhh.com)", "Martha Morgan (myrtlemore@gmail.com)"

Hide Details

From: Tom Woods <twoods@missionhouses.org>

To: "Cindy Young (cindy.y.young@hawaii.gov)" <cindy.y.young@hawaii.gov>,

"Alan.S.Downer@hawaii.gov" <Alan.S.Downer@hawaii.gov>,

"Randolph.M.Lee@hawaii.gov" <Randolph.M.Lee@hawaii.gov>,

Cc: "Martha Morgan (fhh) (mmorgan@fhh.com)" <mmorgan@fhh.com>, "Martha Morgan (myrtlemore@gmail.com)" <myrtlemore@gmail.com>

Archive: This message is being viewed in an archive.

2 Attachments



2015 HMCS Final Official Registered Approved Revised and Restated Articles of Incorporation.pdf



2015 Bylaws Final Approved 03102015.pdf

Aloha Cindy, Alan, and Randolph,

I am writing in regard to the State Grant-in-Aid for the Hawaiian Mission Children's Society that we have been discussing for the past month. I have attached the Hawaiian Mission Houses Historic Site and Archives (Hawaiian Mission Children's Society) newly revised and restated articles of incorporation that have been registered with DCAA and our new, approved bylaws. I hope that this now fulfills the requirements for HRS Section 42F-103(b) (2) and that the grant can be finalized and dispersed.

Thank you for your assistance in this matter. If you have further questions or concerns, please contact me. If this fulfills the concerns you have expressed in the past, I would also appreciate hearing from you about that, as well.

Mahalo,

Tom Woods

Thomas A. Woods, Ph.D.

Executive Director

Hawaiian Mission Houses Historic Site and Archives

553 South King St.

Honolulu, HI 96813

808-447-3911

[twoods@missionhouses.org](mailto:twoods@missionhouses.org)

FILED 03/11/2015 11:39 AM  
Business Registration Division  
DEPT. OF COMMERCE AND  
CONSUMER AFFAIRS  
State of Hawaii

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727



65-13-20-1520007

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

1. The name of the corporation is:

The Hawaiian Mission Children's Society

per T.W.

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: March 10, 2015

(Month Day Year)

(Check one)

☒ at a meeting of the *members*:

| Designation (class)<br>Of membership | Total Number of Memberships<br>(votes) outstanding | Total Number of Votes<br>Entitled to be Cast<br>By each Class | Number of Votes Cast<br>by each class<br>For Amendment | Number of Votes Cast<br>by each class<br>Against Amendment |
|--------------------------------------|--|---|--|--|
| Enrolled                             | 2975   | 2975  | 306  | 0  |

OR

☐ by written consent of the *members* holding at least eighty per cent of the voting power.

OR

☐ by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

☐ The written approval of a specified person or persons named in the articles of incorporation was obtained.

☒ The written approval of a specified person or persons is not required.

per T.W.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 11th day of March, 2015

Martha Morgan, President

(Type/Print Name & Title)

(Type/Print Name & Title)

Martha Morgan  
(Signature of Officer)

(Signature of Officer)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE HAWAIIAN MISSION CHILDREN'S SOCIETY**

per T.W.

05/12/2015 2:00 PM

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation shall be: The Hawaiian Mission Children's Society.

**ARTICLE II**

**PRINCIPAL OFFICE, REGISTERED AGENT, INCORPORATORS**

**Section 2.1 Registered Agent and Principal Office.**

(1) The mailing address of the Corporation's current principal office is 553 S King Street, Honolulu, Hawaii 96813.

(2) The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

**Section 2.2 Additional Offices.** The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.

**ARTICLE III**

**CORPORATE PURPOSES**

**Section 3.1 Purposes.** The Corporation is organized exclusively for the following purposes:

(1) Promoting union among its members, stirring them up to good deeds, assisting in the support of Christian work, collecting, preserving, and interpreting archival and library materials, buildings, objects, historic fencing, and the grounds, at a historic site and library relating to the history of American Protestant Missionaries to Hawai'i and their descendants and relationships with the peoples of Hawai'i, and caring for, regulating and preserving the Mission Cemetery at Kawaiaha'o, and;

(2) To operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

**Section 3.2 Restrictions.** No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the Corporation", as used herein, shall mean and include any properties and moneys held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code); or

(2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

#### ARTICLE IV

##### CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

#### ARTICLE V

##### CORPORATE LIFE

The duration of the Corporation shall be perpetual.

#### ARTICLE VI

##### DIRECTORS AND OFFICERS

**Section 6.1 Board of Directors.** There shall be a Board of Directors consisting of not less than three (3) persons. The Board of Directors may also be referred to as the Board of Trustees and individuals serving thereon may also be referred to as Trustees. The number of directors shall be fixed and the directors elected by the members in accordance with the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws and reserved to the members.



09/12/2015 09:07

Section 6.2 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the powers, perform the duties and be appointed and removed in the manner set forth in the Bylaws. Any two (2) or more offices may be held by the same person unless such practice is prohibited by the Bylaws; provided, however, that not less than two (2) persons shall be officers.

## ARTICLE VII

### LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

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#### Limitation of Liability; Indemnification; Savings Clause.

##### Section 7.1 Limitation on Liability.

(1) No director or former director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of the director's duties to the corporation, except this limitation of liability shall not limit liability for (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or the guaranty of obligations of directors, or director liability for unlawful distributions.

(2) In addition to and without in any respect narrowing the limitation of liability of directors and former directors set forth in subsection 7.1(1), no person who serves as a director or officer of the corporation, without remuneration or expectation of remuneration, shall be liable for damage, injury, or loss caused by or resulting from the director's or officer's performance, or failure to perform, duties of the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses incurred by or on behalf of a director or officer or the provision of indemnification or insurance for actions as a director or officer.

(3) Any repeal, amendment, or other modification of this Section 7.1 shall have prospective effect only and shall not affect the limitation of liability afforded by its provisions, or give rise to or increase any liability, for acts or omissions occurring prior to such repeal, amendment or other modification.

## **Section 7.2 Indemnification and Advance of Expenses.**

(1) The Corporation shall indemnify each current and former director and officer of the Corporation from any liability to any person for any action taken, and any failure to take action, as a director or officer to the fullest extent permitted by law if it is determined, as provided in HRS Section 414D-164, or any successor provision of Hawaii law, provided that said person met the standard of conduct required to provide indemnification, except liability to the Corporation for (a) any breach of the duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director or officer received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or officers or the guaranty of obligations of directors or officers, or director liability for unlawful distributions. The Corporation may indemnify employees or agents of the Corporation who meet the applicable standards of conduct as determined by resolution of the Board and consistent with Hawaii law.

(2) The Corporation shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a director or officer seeking indemnification under this Section 7.2 to the maximum extent permitted by law, provided that such director or officer delivers a written affirmation of the director's or officer's good faith belief that the director or officer has met the requisite standard of conduct, and delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

(3) Any repeal, amendment or other modification of this Section 7.2 shall have prospective effect only and shall not affect the right of any current or former director or officer, to indemnification and advancement of expenses for any action taken or failure to take action by such director or officer prior to the date of such repeal, amendment or other modification.

(4) The Corporation may purchase and maintain insurance on behalf of any person described in this Article VII against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status, regardless of whether the Corporation would have the power to indemnify the person against such liability.

(5) If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder or advance expenses to the fullest extent permitted by law or any applicable provision of this Article that shall not have been declared invalid. Notwithstanding any other provision of these Articles, the Corporation shall not indemnify any person, purchase any insurance, or advance expenses, in any manner or to any extent or under any circumstances that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of future federal tax code).

05/12/2015 20:00:00

## **ARTICLE VIII**

### **MEMBERS**

The Corporation shall have one class of voting members referred to as Enrolled Members and may have other classes of members without voting rights as provided in the Bylaws.

## **ARTICLE IX**

### **NONPROFIT**

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for reasonable payments for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

## **ARTICLE X**

### **CORPORATE LIABILITY**

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The members, officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

## **ARTICLE XI**

### **CORPORATE DISSOLUTION**

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) with purposes similar or related to those of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles may be amended in the manner provided by Hawaii law from time to time.

**THE HAWAIIAN MISSION CHILDREN'S SOCIETY AMENDED AND RESTATED BYLAWS EFFECTIVE AS OF  
March 10, 2015**

**ARTICLE 1  
Constitutional Provisions**

**Section 1.      Name.** This corporation is referred to in these Bylaws as "the Society." The Society shall be called "The Hawaiian Mission Children's Society."

**Section 2.      History and Purpose.** The founding mission of the Society was "to perpetuate the memory of the missionary fathers and mothers who brought Christianity to these Islands, also to promote union among its members, to cultivate in them an active missionary spirit, stir them up to good deeds, and to assist in the support of Christian work." Today the Society, preserves the memory and spirit of the original mission, promoting union among its members, stirring them up to good deeds, assisting in the support of Christian work, collecting, preserving, and interpreting archival and library materials, buildings, objects, historic fencing, and the grounds, at a historic site and library relating to the history of American Protestant Missionaries to Hawai'i and their descendants and relationships with the peoples of Hawai'i, and caring for, regulating and preserving the Mission Cemetery at Kawaiaha'o.

**Section 3.      Amendments.** Alterations in, or additions to, these Bylaws may be made at any regular or special meeting of the Enrolled Members by a vote of three-fourths of the Enrolled Members present, such alterations or additions having been proposed by either the Board of Trustees or by not less than three Enrolled Members.

**Section 4.      Fiscal Year.** The Society follows a calendar year, or as may otherwise be established by the Board of Trustees.

**ARTICLE 2  
Membership**

**Section 1.      Categories of Membership.** There shall be Enrolled Members (which shall include Honorary Enrolled Members) and Participating Members, with the rights and privileges as described in more detail herein. The power to admit or expel members shall be vested solely in the Board of Trustees.

**Section 2.      Eligibility for Enrolled Membership.** The following individuals shall be eligible for Enrolled Membership upon payment of an enrollment fee, if any, as set by the Board of Trustees.

- a) Any descendant of any person sent at any time by the American Board of Commissioners of Foreign Missions as a missionary to Hawaii.
- b) Any descendant of a person sent by the London Missionary Society who served the Sandwich Island Mission in Hawaii.
- c) The husband, wife, widow, or widower of any Enrolled Members (other than Honorary Enrolled Members).

- d) Any descendant of any person who was elected before 1904 as an “adopted” member of the Hawaiian Mission Children’s Society pursuant to Article 4 of the Society’s original constitution as published in its Annual Report for 1853, or amendments thereto. No further such adoptions shall be made hereafter, and election to Honorary Enrolled Membership in accordance with Section 9 of this Article 2 shall not confer membership on the Honorary Enrolled Member’s descendants.
- e) Any person admitted as an Honorary Enrolled Member prior to April 12, 2014.

The Board of Trustees may adopt and amend rules concerning proof of eligibility for Enrolled Membership and Participating Membership.

**Section 3. Eligibility for Participating Membership.** The following shall be eligible to be a Participating Member upon payment of an annual fee, if any, as set by the Board of Trustees.

- a) Any Enrolled Member.
- b) Any person interested in supporting the collections and programs maintained by The Society.

Enrolled members who wish to receive rights as described in Section 5 of this Article 2 must also become Participating Members.

**Section 4. Rights of Enrolled Members.** Any Enrolled Member shall be entitled to attend and, if they are age 18 or more, vote at any meeting of the Enrolled Membership, to hold office in this Society, to inspect the books and records of this Society as provided by Section 302 of Chapter 414D Hawaii Revised Statutes, the Hawaii Nonprofit Corporations Act, as the same may be amended from time to time (the “Act”), and have notice of any meeting of the Enrolled Membership as provided in Section 7 of this Article 2.

**Section 5. Rights of Participating Members.** Any Participating Member shall be entitled to hold office in this Society (as limited by thresholds set forth in Article 3, Section 2), and to other privileges as determined by the Board of Trustees. Rights of Participating Members do not include rights of Enrolled Members unless the Participating Member is also an Enrolled Member. Participating Members shall thereby have no right to vote at membership meetings.

**Section 6. Meetings of the Enrolled Membership.** The Annual Meeting of the Enrolled Membership of this Society shall be held in April of each year, at a time and place to be determined by the Board of Trustees. Special meetings of the Enrolled Membership may be held at the call of the Board of Trustees, the President or by Enrolled Members holding not less than ten percent (10%) of the voting power. If authorized by the Board of Trustees in its sole discretion, members may participate at an annual, regular or special meeting of members by means of Internet, teleconference, or other electronic transmission technology in a manner that allows members the opportunity to (i) read or hear the proceedings substantially concurrently with the occurrence of the proceedings; (ii) vote on matters submitted to the members; (iii) pose questions; and (iv) make comments. All meetings of the membership shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert’s Rules of Order Newly Revised.

**Section 7.      Notice and Record Date.** Notice of the annual and special meetings of the Enrolled Membership shall be given by the President, or, at the President's direction, by the Executive Director, at least ten (10) days and not more than sixty (60) days prior to the meeting and shall be delivered in person, by telephone, by mail or by electronic transmission to each Enrolled Voting Member. If amendments to the Articles of Incorporation or Bylaws will be considered, the notice shall include the proposed amendments which may be sent electronically. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Society. Notice may be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when sent to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication. Waiver by an Enrolled Member in writing of a notice of a meeting of the Enrolled Membership shall be equivalent to the giving of such notice. Attendance by an enrolled member, without objection to the notice, at a meeting of the Enrolled Membership shall constitute a waiver of notice of the meeting. The record date for determining the Enrolled Members entitled to notice of or to vote at a meeting or for action by ballot shall be set by the Board of Trustees, provided that such record date is not more than seventy (70) days prior to the date of the meeting. If no such record date for notice is set by the Board, then the Enrolled Members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the date on which the meeting is held, are entitled to notice of the meeting. If no such record date for voting is set by the Board, then the Enrolled Members on the day prior to the date of the meeting or distribution of ballots that are otherwise eligible to vote are entitled to vote at the meeting or by ballot.

**Section 8.      Quorum and Voting.** A quorum of any meeting of the Enrolled Membership shall consist of forty members. Except as otherwise provided by law, the Society's Articles of Incorporation or elsewhere in these Bylaws, each Enrolled Member, aged 18 or more, shall be entitled to one (1) vote, which may not be exercised cumulatively, on each matter submitted to a vote by the members. If a quorum is present, the concurring vote of a majority of the Enrolled Members constituting a quorum on a given matter shall be valid and binding upon the Society as the act of the Enrolled Membership, except as otherwise provided by law or by these Bylaws or by the Articles of Incorporation of the Society. Enrolled members may not vote by or grant a proxy.

**Section 9.      Agenda.** The President shall prepare an agenda for each Annual Meeting of the Enrolled Membership, which shall include in the agenda any resolution proposed by the Board of Trustees, and any resolution submitted to the President in writing signed by any three members at least one (1) month prior to the meeting, provided that any such resolution amending the Articles of Incorporation or these Bylaws shall be submitted to the President at least two (2) months prior to the meeting.

**Section 10.     Annual Report.** The annual report is a report of the Society to its members. It shall be provided no more than one hundred and eighty (180) days after the annual meeting of the membership, and may be provided electronically. The report should include financial and programmatic highlights of the year. The report shall be the responsibility of the Executive Director.

**Section 11. Membership Certificates.** Any Enrolled Member may upon application receive a certificate of membership in the form prescribed by the Board of Trustees. Cards certifying the payment of annual contributions by Participating Members may be issued as prescribed by the Board of Trustees.

**Section 12. Honorary Enrolled Members.** Any person admitted as an Honorary Enrolled Member by consent of the Board of Trustees, and by the approval of a two-thirds vote of the Enrolled Members present at any Enrolled Membership meeting of the Society as of April 12, 2014 will continue as an Honorary Enrolled Member, and shall have the rights of a Enrolled Member as described in Section 5 of this article. No additional Honorary Enrolled Members may be admitted after such date.

**Section 13. Action by Ballot.** Any action that may be taken at any annual, regular, or special meeting of Enrolled Members may be taken without a meeting if the Society delivers a ballot to every Enrolled Member. The Society may deliver ballots by electronic transmission to any Enrolled Member who has consented to the receipt of ballots by electronic transmission. A ballot shall: (i) be either in written form or in the form of an electronic transmission, (ii) set forth each proposed action, (iii) provide an opportunity to vote for or withhold a vote for each candidate for election as a Trustee or officer, and (iv) provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section shall be valid only if: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each action, (iii) specify the time by which a ballot shall be received by Society in order to be counted. Ballots may not be revoked once delivered to the Society.

### **ARTICLE 3 Trustees**

**Section 1. Powers.** The Board of Directors of this Society shall be called the Board of Trustees and individual directors called Trustees. Except as may be reserved to the Enrolled Members, the Board of Trustees shall have the full power to manage and control the Society's affairs, take any action in the name of the Society except as would be inconsistent with the Act, its Articles of Incorporation or these Bylaws, and to direct all of the Society's officers and agents in the performance of their duties.

**Section 2. Number and Qualifications.** The number of Trustees of the Society may be fixed by the Enrolled Members at any annual meeting of the Enrolled Membership and may be increased or decreased at any special meeting duly called and held for that purpose, provided that the number of Trustees shall be fixed at not less than three (3) but shall not exceed twenty-one (21). A Trustee need not be a resident of the State of Hawaii, but must be a Participating Member, an Enrolled Member or both. The majority of the Trustees shall at all times be required to be Enrolled Members of the Society. Trustees may serve up to three consecutive three year terms and thereafter may be reelected after being absent from the Board for a period of one (1) year.

**Section 3. Nominations.** The Board of Trustees shall appoint a Nominating Committee consisting of five (5) Enrolled Members of which two (2) members shall be Trustees, and three (3) members shall be Enrolled Members of the Society who are not Trustees. Enrolled Members may recommend to the



Nominating Committee members to be nominated as candidates for Trustee. At least sixty (60) days prior to the Annual Meeting of Enrolled Members, the Nominating Committee will nominate candidates for election to the Board of Trustees. The nominations made by the Nominating Committee shall be filed with the Secretary and made available for review by the members at the principal office of the Society and posted on the Society's Internet website within ten (10) working days of receipt by the Secretary. Additional nominations to the Board of Trustees may be made by presenting written notice of such nominations, signed in each case by no fewer than twenty (20) Enrolled Members. Such notice must be received by the Secretary at the Society's principal business address at least thirty (30) days before date of the Annual Meeting of Enrolled Members. Candidates submitted by nomination by Enrolled Members shall be included with the candidates nominated by the Nominating Committee. Nominations from the floor at the Annual Meeting of Enrolled Members will not be permitted.

**Section 4. Staggered Terms.** The Nominating Committee shall propose the term of each Trusteeship position to be filled by election so as to best stagger the terms of the Trustees over three (3) years beginning with the initial election of Trustees with staggered terms at the Annual Enrolled Membership Meeting in 2009.

**Section 5. Election and Tenure.** Trustees shall be elected by a majority of Enrolled Members present at the Annual Enrolled Membership Meeting or any special meeting of the Enrolled Membership called for such purpose, and each Trustee shall hold office for the term for which the Trustee is elected and until a successor shall be elected and qualified or until the Trustee's earlier removal, resignation, death or incapacity.

**Section 6. Resignation/Removal.** Any Trustee may resign at any time by giving written notice of such resignation to the President or Secretary. Any Trustee may be removed from office at any time with or without cause by the affirmative vote of the majority of votes entitled to vote at any special meeting of the Enrolled Members called for such purpose. Any such vote to remove a Trustee may be held only at a meeting called for the purpose of removing the Trustee, and the meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Trustee. In the event of the resignation of a Trustee, or the removal of a Trustee by the Enrolled Members without the election of a replacement Trustee, the Board of Trustees may appoint a replacement Trustee to serve until the next Annual Meeting of the members.

**Section 7. Annual and Regular Meetings.** An annual meeting of the Board of Trustees shall be held without notice immediately after, and at the same place as, the annual meeting of Enrolled Members. At the annual meeting of the Board, the Board shall transact any general business which may be brought before the meeting and shall take such other corporate action as may be appropriate. The Board of Trustees may by resolution provide for the holding of regular meetings without notice other than such resolution; provided, however, that the resolution shall fix the date, time and place (which may be anywhere within the state of Hawai'i) for these regular meetings.

**Section 8. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any three Trustees. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them, provided that such place shall be in Honolulu, Hawaii.

**Section 9. Notice.** Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously thereto to each Trustee. Such notice shall be delivered in person, by

telephone, by mail or by electronic transmission to each Trustee. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Trustee at the Trustee's address as it appears on the records of Society. Notice may be given to any Trustee by electronic transmission, provided that the Trustee has consented to receive notice of Board meetings by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Trustee has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Trustee has consented to receive notice, if transmitted by facsimile telecommunication. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum.** At all meetings of the Board of Trustees no less than one-third of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Act, the Articles of Incorporation or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

**Section 11. Meetings by Telephone/Video Conference.** Members of the Board of Trustees or any committee designated thereby may participate in any meeting of the Board or committee by means of a conference telephone, video or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other.

**Section 12. Action by Trustees without a Meeting.** Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of a committee of the Board may be taken without a meeting if all of the Trustees or all of the members of the committee, as the case may be, sign a written consent, setting forth the action taken or to be taken, at any time before or after the intended effective date of the action. The consent shall be filed with the corporate records reflecting the action taken or included in the minutes of the meetings of the Board of Trustees or committee meetings, as the case may be, and shall have the same effect as a unanimous vote at a meeting.

**Section 13. Reimbursement and Compensation.** No Trustee may receive any compensation for services rendered to the Society but may, with approval of the Board of Trustees or Executive Committee, be reimbursed for actual out-of-pocket expenditures.

**Section 14. Minutes.** The minutes of the Board of Trustees shall include, among other things, the place and time of the meeting, the names of the presiding officer and persons attending, the full text of any resolution or motion made, the names of the mover and seconder, the vote thereon, appointments made, and any financial reports received.

#### **ARTICLE 4**

##### **Officers and Agents**

**Section 1.     Officers.** The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article 4. The President, Vice President, Secretary, and Treasurer must be members of the Board of Trustees. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

**Section 2.     Election and Term of Office.** The Board of Trustees shall hold a meeting immediately following the Annual Meeting of the Enrolled Membership to elect the officers of the Society. New offices may be created and filled at any meeting of the Board of Trustees. New officers shall serve for a term of one year until the officer's successor shall be elected or appointed.

**Section 3.     Removal.** Officers shall be subject to removal at any time, with or without cause, by the Board of Trustees. The Board of Trustees may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Society.

**Section 4.     Vacancies.** In case any office of the Society becomes vacant by death, resignation, retirement, disqualification, removal, or any other cause, the Board of Trustees may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Trustees after the Annual Meeting of Enrolled Members next succeeding and until the election and qualification of the officer's successor.

**Section 5.     President.** The President shall preside at and call all meetings of the membership, of the Board of Trustees, and of the Executive Committee, if one is elected and the President serves on such committee. The President may attend any meeting of any committee.

**Section 6.     Vice President.** The Vice President shall perform the duties of the President in the President's absence.

**Section 7.     Secretary.** The Secretary shall provide notice of and keep the minutes of meetings and certify the resolutions of the Enrolled Membership, the Board of Trustees and of the Executive Committee, if one is elected. The Secretary shall be responsible for the care and safekeeping of all records of the Society, except as otherwise provided by these Bylaws or resolution of the Board of Trustees.

**Section 8.     Treasurer.** The Treasurer shall take care that all monies of the Society are received, safely kept, accounted for and paid out only as authorized by the Board of Trustees. The Treasurer shall present an accounting of the financial transactions of the Society for the preceding fiscal year to each Annual Meeting of the Enrolled Membership, and shall submit such annual accounting as soon as possible after the close of each fiscal year to an auditor chosen by the Board of Trustees.

**Section 9.     Compensation.** No elected officer may receive any compensation for services rendered to the Society, but may, with approval of the Board of Trustees or Executive Committee, be reimbursed actual out-of-pocket expenditures.

## **ARTICLE 5**

### **Committees**

**Section 1. Board Committees.** The Board of Trustees, by resolution adopted by a majority of the Trustees then in office, may designate an Executive Committee and one or more other committees of the Board, each consisting of two (2) or more Trustees, to serve at the pleasure of the Board. Committees shall not have the authority to act on behalf of the Society, only to make recommendations to the Board of Trustees.

Such Board Committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated, but only to the extent provided in the resolution or resolutions creating such committees. Each Board Committee, to the extent provided in the resolution and subject always to the control of the Board, shall have and exercise all the authority of the Board, except that no such committee shall have the authority to:

- a) authorize distributions;
- b) approve or recommend to members dissolution, merger, conversion, or the sale, pledge, or transfer of all or substantially all of the Society's assets;
- c) elect, appoint or remove Trustees or fill vacancies on the board or on any of its committees;
- d) adopt, amend, or repeal the Articles of Incorporation or Bylaws of the Society; or
- e) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee.

Nothing in subsections (a) to (e) above shall prohibit any Board Committee, if properly authorized by the Board and not prohibited by the Bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Society in the normal course of the Society's business.

All Board and Committee meetings shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert's Rules of Order Newly Revised.

**Section 2. Advisory Committees.** The Society may also have Advisory Committees which may include members that are not Trustees created as determined by the Board of Trustees from time to time. Trustee Advisory Committees shall not have the authority to act on behalf of the Society. An individual's membership on an Advisory Committee does not qualify him/her as an officer, director, trustee, or agent of the Society, but he/she shall keep confidential all non-public information gained by virtue of such position and act in the best interests of the Society.

**Section 3. Committee Functions and Removal.** The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. The Board of Trustees, by vote of the majority of the Trustees then in office, may remove any member of any committee, at any time, with or without cause or notice to the person being removed

**Section 4. Chairs.** The Board of Trustees shall appoint the chair of committees other than the Executive Committee or may authorize the President to appoint the chair of a particular committee. The President shall be the chair of the Executive Committee if elected to such committee.

**Section 5. Cemetery Committee.** There shall be a Cemetery Committee, which shall be responsible for the care and maintenance of the Mission Cemetery, as authorized by the Board of Trustees.

**Section 6. Executive Committee.** There shall be an Executive Committee and the Board may delegate certain of its powers to the Executive Committee. Except as otherwise provided by the Board, the quorum and minutes of the Executive Committee shall be governed by the Bylaws governing those of the Board.

**Section 7. Nominating Committee.** There shall be a Nominating Committee, which shall meet to fulfill their duties as described in Article 3, Section 3 of these Bylaws.

**Section 8. Other Committees.** The Board of Trustees may appoint standing or special committees. Appointment of chairs and members of standing committees, except the Executive and Cemetery committees, shall be for a term expiring at the next Annual Meeting of the membership. The members of the Executive, Cemetery and special committees shall serve at the pleasure of the Board of Trustees.

**Section 9. Functions.** In no event will any committee appointments extend beyond the next annual meeting. The functions of the committees shall be to advise the Board of Trustees, the officers and the Executive Director (as described in Article 6, Section 1). No committee shall have any power to expend the funds of the Society, or to make contracts on behalf of the Society, except as expressly authorized by the Board of Trustees by resolution entered in the Board's minutes.

**Section 10. Meetings.** Meetings of a committee may be held as the committee may fix from time to time by resolution. Special meetings of any committee may be called at any time by any Trustee who is a part of the committee or by any person entitled to call a special meeting of the full Board of Trustees. Except as otherwise provided in this section, the conduct of all meetings of any committee with respect to notice, waiver of notice, action without meetings, participation by telecommunications, and quorum and voting requirements, shall be governed by the sections in Article 3 of these Bylaws pertaining to meetings of the full Board of Trustees. Each committee shall keep minutes of each of its meetings and report the same to the Board at the next meeting of the Board following such committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting of the Board following such committee meeting.

## **ARTICLE 6**

### **Executive Staff**

**Section 1. Executive Director.** The Executive Director shall be the senior paid staff member of the Society, an officer of the Society, and serve at the pleasure of the Board. The Executive Director shall, subject to the control of the Board of Trustees, exercise general management and control of the day-to-day affairs of the Society.

**Section 2.      Society Relations Director.** The Society Relations Director shall be a paid staff member who reports to the Executive Director. The Society Relations Director position is intended to maintain the genealogies of enrolled members and positive public relations with enrolled members. Additional duties and details may be described in a job description.

**ARTICLE 7  
Miscellaneous**

**Section 1.      Checks; Drafts; Evidences of Indebtedness; Contracts and Other Instruments.** From time to time, the Board of Trustees shall determine by resolution which officer or officers may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness or other contracts or instruments that are issued in the name of, payable to the Society or otherwise bind the Society, and only the officers so authorized shall sign or endorse those instruments. In the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or any Vice President and by the Treasurer or the Secretary. Unless authorized by the Board of Trustees, no officer, agent or employee of the Society shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 2.      Loans to Trustees and Officers Prohibited.** No loans shall be made by the Society to its Trustees or officers. To the extent provided by law, any Trustee or officer who assents to or participates in the making of such a loan shall be liable to the Society for the amount of the loan until it is repaid. For the purposes of this section, any Trustee who votes against the making of a loan shall be deemed not to have assented to or participated in the making of the loan.